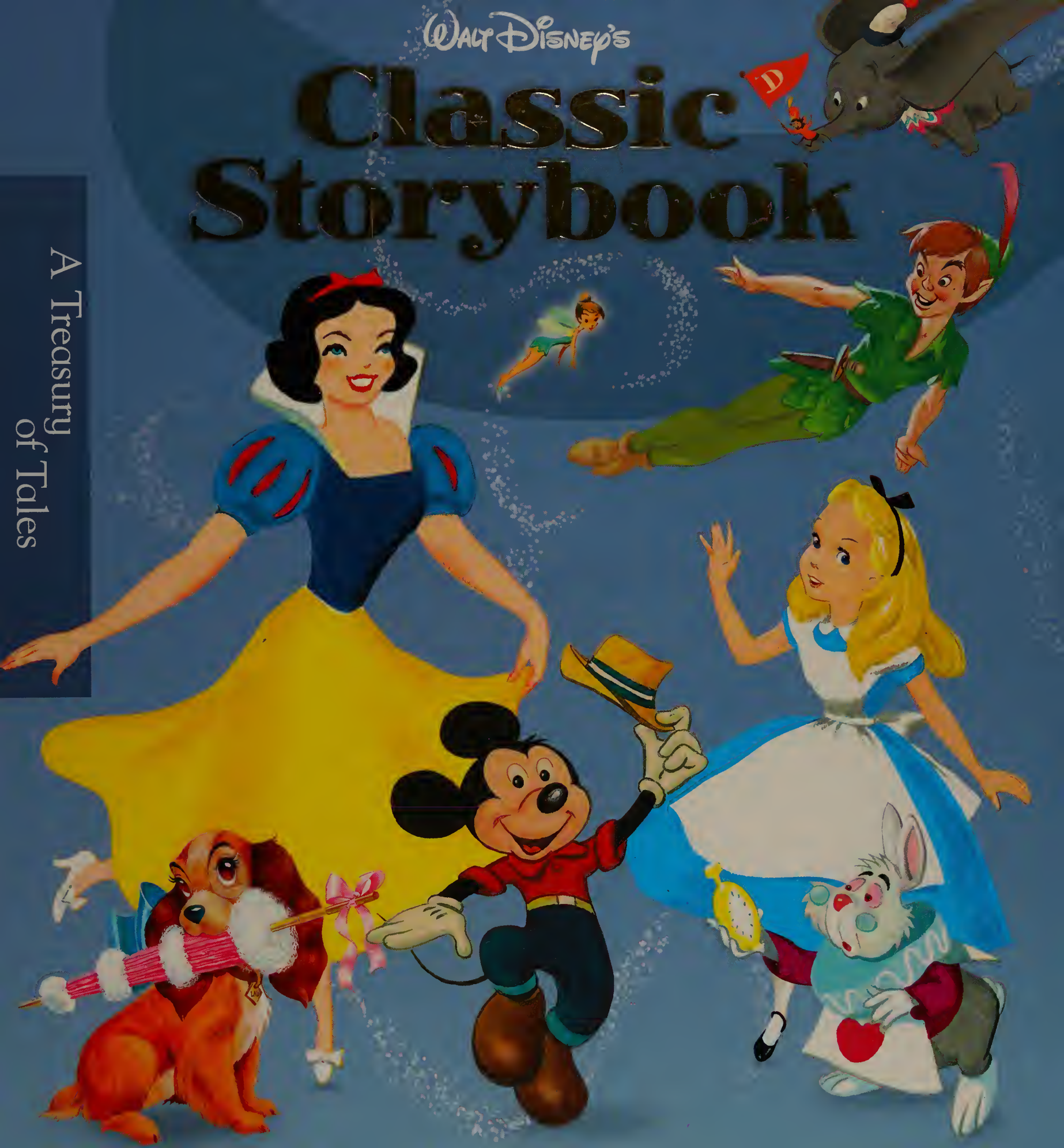
Walt Disney's
Classic Storybook
A Treasury of Tales

Walt Disney's

Classic Storybook

Disney PRESS
New York

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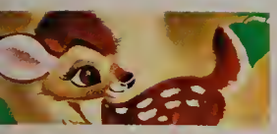
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Walt Disney's
Sleeping Beauty

Once upon a time, in a faraway land, a princess was born. The happy king and queen named their daughter Aurora. They invited everyone in the kingdom to the palace to celebrate her birth—except the evil fairy Maleficent.

The wicked fairy was so angry about being left out that she appeared at the party with a flash of lightning and a crash of thunder. Then she put a curse on the princess.

"Before the sun sets on her sixteenth birthday," Maleficent promised, "she shall prick her finger on the spindle of a spinning wheel . . . and die!"

Then, in a burst of green smoke, she disappeared.

Fortunately, three good fairies, Flora, Fauna, and Merryweather, were there, too. As soon as Maleficent vanished, they tried to soften the curse.

"Sweet princess," declared Merryweather, "not in death but just in sleep, the fateful prophecy you'll keep. And from this slumber you shall wake, when True Love's Kiss the spell shall break."

Then the fairies disguised themselves as peasant women and promised not to use their magic. They would raise the baby in a cottage in the woods and keep her identity a secret until the night of her sixteenth birthday.

The years passed quickly, and the princess grew into a sweet and lovely girl. She knew the three fairies only as her aunts, and they called her Briar Rose. Her true identity remained a secret. Even though Maleficent had her men search the kingdom, they did not find the princess.

Briar Rose's only friends were the birds, squirrels, rabbits, and other animals in the forest. She was never lonely, but often told her animal friends about her dream of meeting a handsome young man and falling in love.

Then, on the day of her sixteenth birthday, the princess's dream came true. A prince named Phillip was riding through the woods and heard her singing.

"Do you hear that? How beautiful!" he said to his horse, Samson. Prince Phillip asked his horse to ride toward the sound. Before long, he found Briar Rose dancing with her animal friends.

The prince asked Briar Rose for a dance. At first she hesitated. "It's just that you're a stranger," she said. Briar Rose had been told not to talk to anyone except her aunts.

Then Prince Phillip and Briar Rose did dance together. Before either of them knew it, they had fallen in love. They sang and danced some more, then walked through the forest all afternoon. Briar Rose had no idea that the stranger was a prince from a neighboring kingdom, and Prince Phillip did not suspect that she was really a princess.

Meanwhile, back in their cottage, the three good fairies tried to plan a birthday surprise for Briar Rose—without using magic.

Fauna tried to whip up a fancy cake, while Flora and Merryweather tried to sew an elegant dress. But the cake was a disaster, and the dress looked terrible. Merryweather decided to get the wands.

Using magic, the fairies were able to get everything ready quickly. The cake baked itself, and the dress was perfect. But when they used their wands, colorful sparks came out of the chimney. Maleficent's crow saw them and flew off to tell the evil fairy.

Meanwhile, Briar Rose arrived back at the cottage. She told the fairies about the handsome stranger she'd met. Then the fairies told Briar Rose that her real name was Princess Aurora and that she would be returning to the castle that evening.

Aurora followed the fairies to the palace. There, the king and queen, and all their subjects, eagerly awaited her. Everyone believed Aurora had escaped Maleficent's curse. No one knew that the evil fairy had learned Aurora's secret and was waiting for the princess, too.

At the palace, the fairies brought Aurora upstairs. Flora waved her magic wand, and a golden crown appeared on Aurora's head. Although the princess was excited to see her mother and father, she was sad because she didn't think she'd ever get to see the handsome stranger again.

The moment the fairies left Aurora alone, Maleficent appeared. She put the princess in a trance and led her up a winding staircase.

At the top, Aurora opened the door and walked toward a gleaming spinning wheel.

"Touch the spindle! Touch it, I say!" Maleficent ordered.

The princess obeyed—she pricked her finger and fell to the floor.

Moments later, the good fairies found the sleeping princess. They began to weep.

"The king and queen will be heartbroken when they find out," Merryweather sobbed.

"They're not going to," replied Flora.

The fairies flew through the palace and put everyone else to sleep, too. Then they set off to find the one person who could break the evil spell—the handsome stranger Aurora had met in the woods.

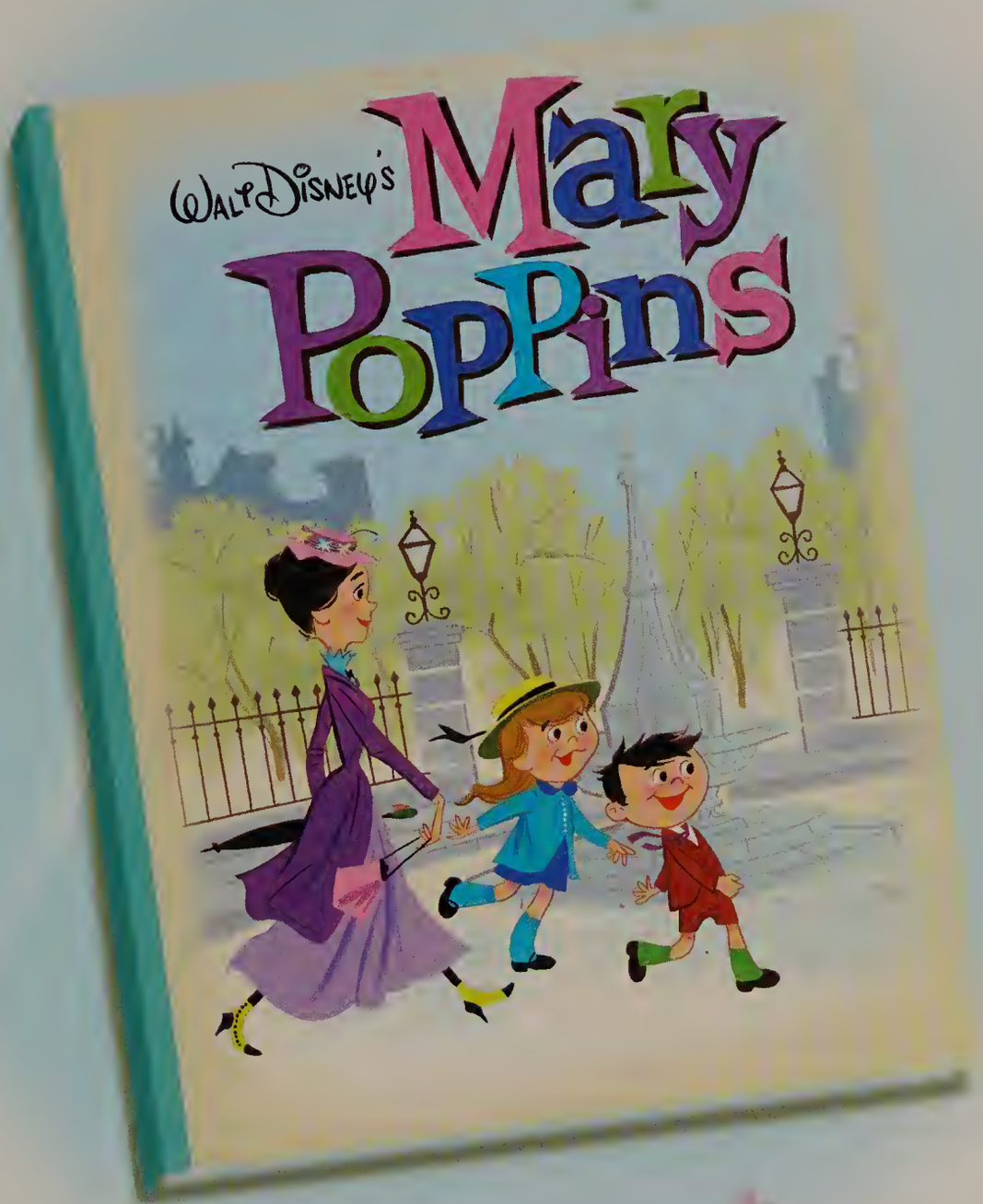
When Prince Phillip heard the news, he raced toward the castle. Maleficent was not about to let him rescue the princess. She used her magic to create a giant forest of thorns around the palace. The good fairies gave Phillip a magical sword and a shield, and the valiant prince slashed at the thorns.

When he got close to the castle, Maleficent turned herself into an enormous, fire-breathing dragon. Still, she was no match for the prince and the fairies' magic. Using all his strength, Prince Phillip aimed his sword at the dragon's heart. With this mighty blow, the dragon was no more.

Prince Phillip ran through the castle to the room where the princess slept. He knelt by Aurora's side and gently kissed her.

Slowly, Aurora's eyes opened. She smiled when she saw the handsome stranger from the forest. He was her one true love.

Aurora sat up and took Prince Phillip's hand. From that moment on, they lived happily ever after.


Walt Disney's
Mary
Poppins

It was morning on Cherry Tree Lane. Everyone on the street had begun their day.

That is, everyone except Jane and Michael Banks. They were still snuggled under the covers in the nursery of 17 Cherry Tree Lane.

Their nanny, Mary Poppins, pulled back the blankets firmly.

"Up, up!" she said. "We'll have no lounging about on a supercalifragilisticexpialidocious day."

"Supercali-what, Mary Poppins?" asked Michael.

"Supercalifragilisticexpialidocious, of course. If you can't think of a word that says just what you want to say, try supercalifragilisticexpialidocious. And it just describes today."

Jane and Michael got dressed and ate breakfast in record time. Soon they were walking down Cherry Tree Lane.

"Supercalifragilisticexpialidocious!" Jane and Michael said together as they marched along. Mary Poppins stopped to speak to Andrew, their neighbor's dog.

Yip! Yap-yap! Andrew barked.

"Yes, of course," Mary Poppins told the dog. "I'll go straightaway. And thank you very much."

Yap! The little dog barked.

Then, taking Jane and Michael by the hand, Mary Poppins walked in a different direction.

"What did he say?" asked Jane.

"There's been a change of plans," said Mary Poppins. "Come along, please. Don't straggle." Quickly, she led them along narrow, twisting streets.

After they had walked for a while, Mary Poppins stopped at a small house.

Rap, rap! Mary Poppins knocked on the door with her umbrella. Her friend Bert opened the door.

"How is he?" Mary Poppins asked.

Bert shook his head. "I've never seen him as bad as this," he said. "And that's the truth."

Mary Poppins, Jane, and Michael followed Bert inside.

In the center of the room stood a table set for tea. Jane and Michael looked around but did not see anyone there.

"Uncle Albert, you promised not to go floating around again!" said Mary Poppins, looking up toward the ceiling.

Jane and Michael looked up, too. Mary Poppins's uncle Albert was floating in the air, chuckling merrily.

"I—I know, my dear," said Uncle Albert, wiping his eyes. "But the moment I start—*hee, hee!*—it's all up with me." He chuckled again. "It's laughing that does it, you know."

Jane and Michael both thought a man floating in the air because he was laughing was very funny. They couldn't help it; soon they started giggling.

Bert began to laugh loudly. As they watched, he rose into the air. Then he was floating beside Uncle Albert.

Michael's giggles grew louder. Then Jane began to laugh, too. They couldn't stop. Their feet left the floor, and they rose into the air until their heads bumped the ceiling!

"I must say you're a sight, the lot of you," said Mary Poppins disapprovingly, her arms folded.

"Speaking of sight," said Bert, "that reminds me of my brother. He's got a nice, cushy job in a watch factory."

"In a watch factory?" asked Uncle Albert. "What does he do?"

"He stands about all day and makes faces," Bert said.

All four of them laughed so hard that they turned somersaults in the air.

"I found a horseshoe today," said Bert, holding his sides. "You know what that means?"

"I certainly do," said Uncle Albert. "It means that some poor horse is walking around in his stocking feet."

"Now, then, Jane, Michael! It is time to go," said Mary Poppins firmly from below.

"Oh, please stay!" begged Uncle Albert. He waved at the table on the floor. "I have a splendid tea waiting for us—if you could, er, manage to get the table to . . . "

Just then, the table began to move. It rose into the air—cups, biscuits, teapot, and all.

"Oh, splendid! Thank you, my dear," said Uncle Albert.

"Next thing, I suppose you'll be wanting me to pour," said Mary Poppins with a sigh.

Then she floated up to join them. The others laughed, bobbing around the table as Mary Poppins poured the tea and passed around the biscuits.

"I'm having such a good time," said Uncle Albert. "I wish you could all stay up here with me always."

"We'll jolly well have to," Michael said with a grin. "There's no way to get down."

"Well, to be honest, there is a way," said Uncle Albert. "Just think of something sad and down you go."

"Time to go home!" Mary Poppins said firmly, her voice cutting sharply through the laughter.

Jane and Michael became so sad at the thought of leaving that they suddenly fell through the air, followed by Uncle Albert and Bert. *Bump, bump, bump, bump!* They all landed on the floor.

"Good-bye," said Michael. "We'll be back soon."

"And thank you," said Jane. "We've had a lovely time."

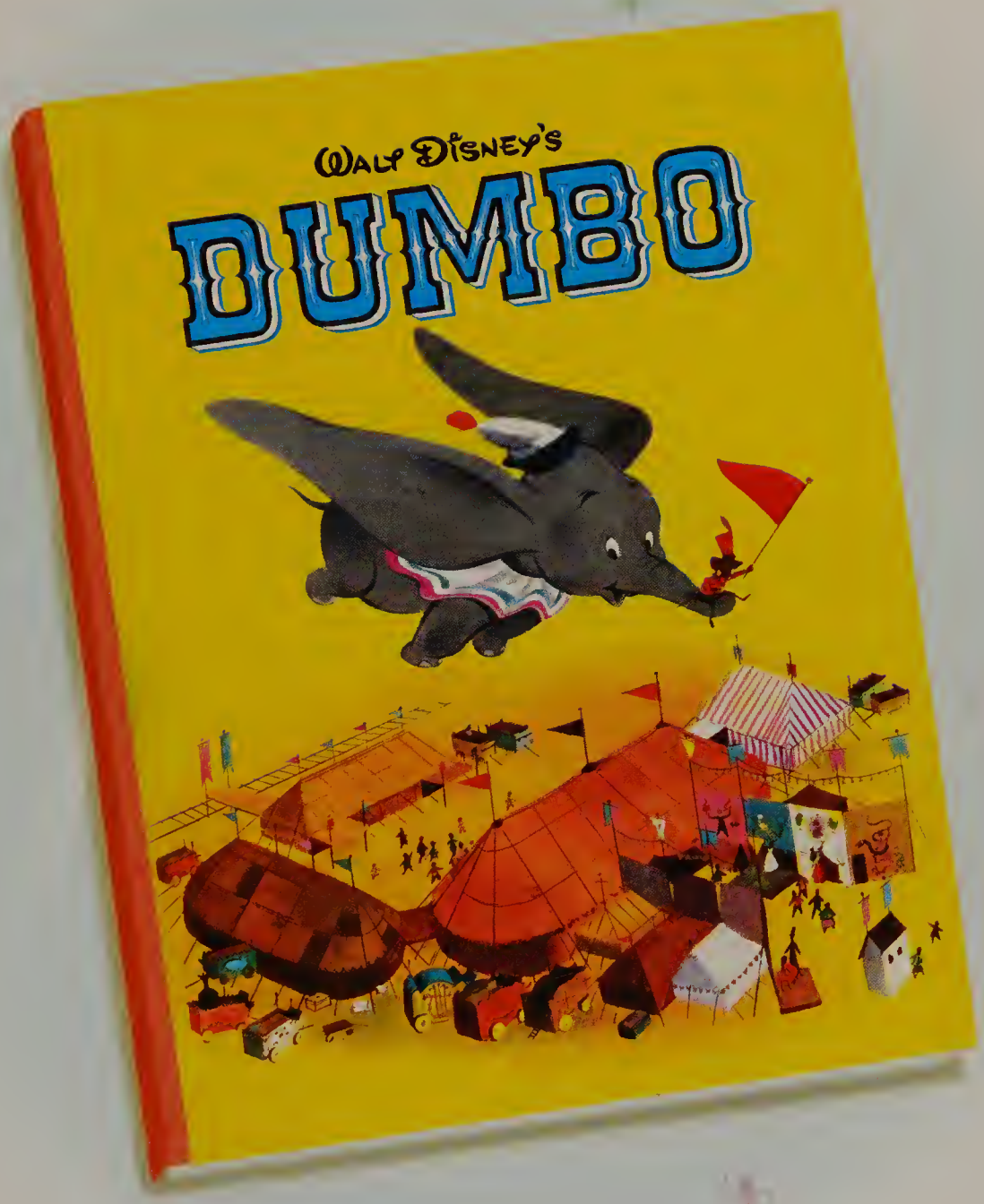
Jane and Michael followed Mary Poppins out the door. Uncle Albert waved good-bye.

"It makes me so sad to see them leave," he said to Bert sadly.

Back home, Jane and Michael tried to tell their father about their adventure. He didn't seem to understand.

Mary Poppins just said, "Children will be children," and led them to the nursery. Michael and Jane started getting ready for bed.

"It was a supercalifragilisticexpialidocious day," Jane said to her brother. Michael nodded. It certainly had been.


WALT DISNEY'S
DUMBO

One night, a traveling circus elephant named Mrs. Jumbo was expecting the arrival of her baby. She watched as storks delivered baby kangaroos, hippos, and tigers. But no one came with an elephant. Mrs. Jumbo wondered where her baby could be.

The following morning, the circus crew packed up to get ready for their next stop. Everyone was eager to go, except Mrs. Jumbo. She worried that the stork wouldn't know how to find her.

"All aboard!" the ringmaster shouted.

Mrs. Jumbo had to get on the train.

Soon all of the circus animals and crew were ready. *Toot! Toot!* The train whistle sounded, and they were off.

Just as Mrs. Jumbo settled down in the elephant car, a stork peeked in. He had brought Mrs. Jumbo her baby at last! She and her son smiled at each other for the first time.

All of a sudden, the baby elephant sneezed. Mrs. Jumbo saw that he had big ears—longer than a normal adult elephant's ears.

The other elephants gasped. Then they started to laugh at the baby elephant. Mrs. Jumbo ignored them. She loved her new son just the way he was.

Everyone began to call the baby elephant Dumbo.

At the next stop, he began to march in the parade with all the other performers and animals.

Dumbo followed his mother and smiled at the crowd. Then he tripped over his droopy ears and fell into a mud puddle. *Splat!* Everyone laughed at him.

Mrs. Jumbo picked up her son and carried him the rest of the way.

After the parade, Mrs. Jumbo was giving her son a bath when some boys walked by.

"Look at his ears!" one of them yelled. He yanked on one of Dumbo's ears, which scared the little elephant.

Mrs. Jumbo was furious. With her trunk, she grabbed the boy by his shorts and lifted him into the air.

The circus crew panicked. They tried to tie Mrs. Jumbo down, but she broke loose and ran away.

Later that day, the circus crew captured Mrs. Jumbo and locked her in a wagon by herself.

From then on, the other elephants ignored Dumbo.

"I wouldn't eat at the same bale of hay with him!" one elephant said. Then they all turned their backs on him.

Dumbo felt so alone. He didn't know what to do next.

A mouse named Timothy had been watching Dumbo. He went over to talk to the baby elephant.

Timothy knew that Dumbo was worried about his big ears, and he wanted to cheer him up.

"I think your ears are beautiful," Timothy told Dumbo. "Lots of people with big ears are famous. All we gotta do is build an act and make you a star!"

Suddenly, they overheard the ringmaster talking about a new act: a pyramid of elephants balancing on a single ball. The ringmaster didn't know how to end the act, but Timothy had an idea. Dumbo could jump from a seesaw up to the top of the pyramid. The ringmaster loved it!

On the day of the show, the elephants were nervous, especially Dumbo. He kept tripping over his ears, so Timothy tied them back.

During the act, Dumbo's ears came loose, and he tripped over them. *Bang!* Dumbo smashed into the pyramid, and all the elephants came crashing down. Dumbo had ruined the act.

The elephants had gotten hurt, and they were angry with Dumbo. The next day, the ringmaster made Dumbo a clown.

Being a clown made Dumbo sad. The other clowns teased him, and Dumbo felt lonelier than ever. Even his friend Timothy couldn't cheer him up.

One night, Dumbo fell asleep and dreamed of flying through the air. When he woke up the next morning, he was up in a tree and some crows were watching him.

Timothy was with Dumbo in the tree, but neither of them remembered how they had gotten there.

"Maybe you flew up," one of the crows said.

"That's it!" Timothy exclaimed. "Dumbo, you flew! Your ears—they're perfect wings!"

Dumbo didn't believe Timothy, but he agreed to try to fly again. One of the crows told Timothy to give Dumbo a feather and pretend that it was magic and could help the elephant fly. The plan worked, and soon, Dumbo was soaring through the air!

A while later, Dumbo flew back to the circus. Timothy told Dumbo to keep his flying a secret until that afternoon's performance.

When it was time for the clown act, Dumbo climbed to the top of a burning house, as he always did. Then he waited until the clowns shouted for him to jump.

"Boy, are they in for a surprise!" Timothy said.

The mouse scurried up to Dumbo's hat. Dumbo jumped off the building, holding the magic feather with his trunk.

As Dumbo fell toward the ground, the magic feather blew away. The elephant didn't know what to do.

"You can fly! Honest, you can!" Timothy shouted as he and Dumbo began to fall.

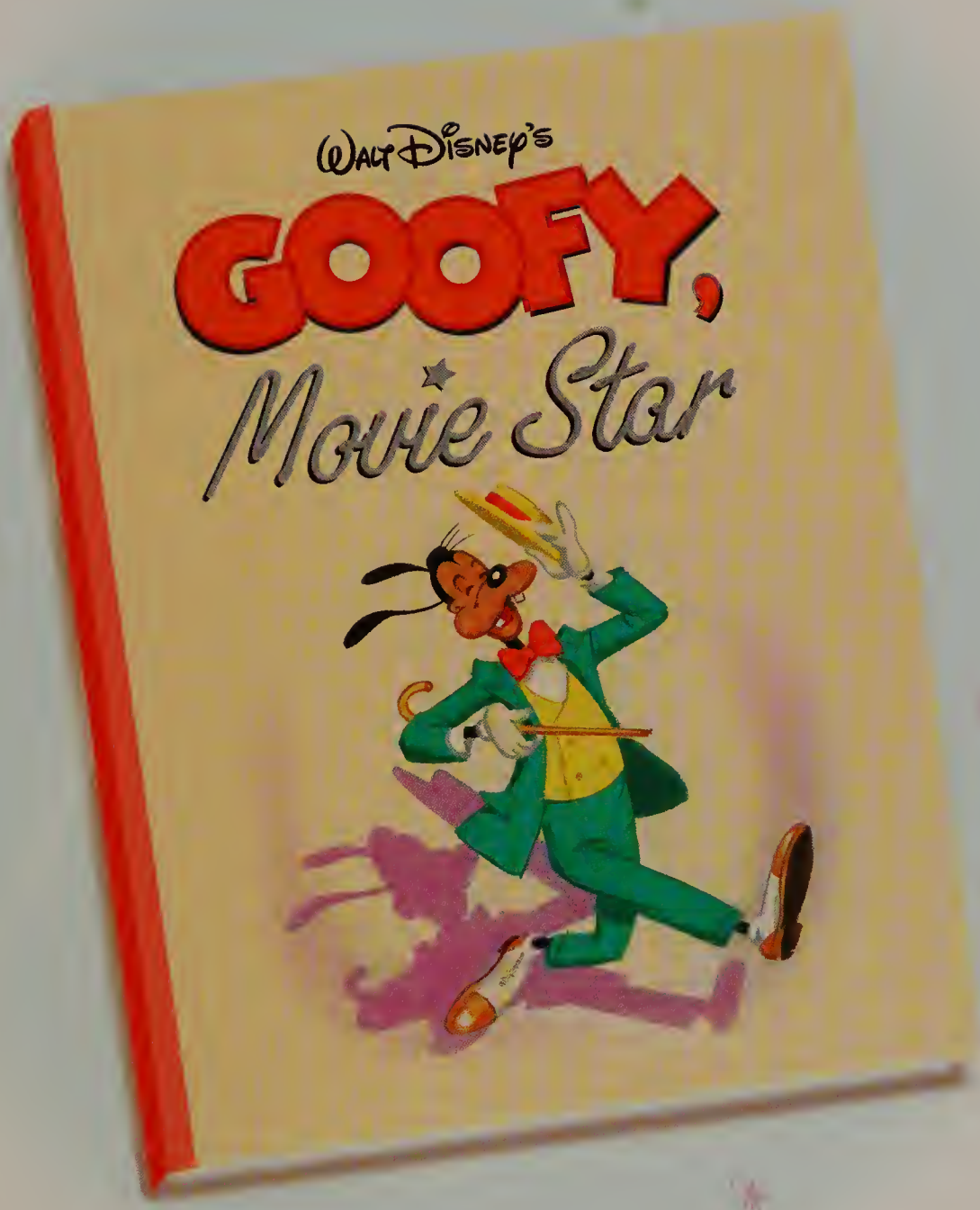
Just as they were about to hit the ground, Dumbo started to believe in himself.

He flew upward and then sped around the entire circus tent. The clowns were shocked, and the crowd clapped louder than they ever had before. Dumbo dived toward the clowns and sent them running. Then he did a loop-to-loop in midair. People cheered and pointed.

"You're making history!" Timothy exclaimed.

Timothy was right! Dumbo became the most famous elephant in the world—everyone wanted to see him fly. Timothy became Dumbo's manager, and the little elephant's mother was freed.

Dumbo was happier than he ever thought he could be. He forgave everyone who had been unkind to him, for his heart was as big as his magical ears.


Walt Disney's
GOOFY,
Movie Star

Goofy was an easygoing fellow who enjoyed simple things. He lived in one of the busiest cities in the world: Hollywood.

Most people who lived in Hollywood wanted to be in the movies. But not Goofy—he just liked watching them.

Hot dogs
Hot dogs

Goofy had never thought about becoming an actor, even though he liked movies a lot. Goofy often went to the theater to watch films. He always got popcorn.

One day, Goofy was watching a particularly funny movie. It made him laugh and slap his knee. *A-hyuck! A-hyuck!*

Then, everyone around Goofy began to laugh. But not just at the movie—at Goofy's laugh! Hearing him made everyone want to chuckle.

Goofy didn't mind. He was glad people were happy. Then he noticed two mysterious men staring at him.

"Gawrsh," Goofy said. "They don't look happy."

Goofy went back to watching the movie. It got even funnier. Goofy couldn't stop laughing. Everyone around him erupted into howls of laughter.

The two men got out of their seats, and each grabbed Goofy by an arm. They led him out of the theater. Goofy thought he was being thrown out for making too much noise. It turned out that the men worked for the studio that had made the movie.

The men took Goofy to a fancy office. They introduced him to Mr. Big Shot, who was in charge of a film studio.

"I hear nobody was watching my movie today because they were all watching you, Goofy," Mr. Big Shot said.

"Sorry about that," Goofy replied.

"Don't be!" Mr. Big Shot said. "You make people laugh, and that's good. How would you like to star in my next comedy?"

Goofy had never dreamed that he'd be in a film, but he was willing to try it—as long as there was popcorn.

Mr. Big Shot ordered his staff to write a movie with jokes, singing, and dancing just for Goofy. The problem was that Goofy didn't know how to be an actor. So when he tried to tell jokes, he forgot the words. When he sang, he was off-key. And when he danced, he usually tripped.

The director of the movie didn't know what to do. He invited Mr. Big Shot to a rehearsal. He hoped that the movie would be canceled. But Mr. Big Shot loved what he saw.

"Goofy, you're a genius!" he exclaimed. "Forget the script! The movie is much funnier your way. We're going to have a hit on our hands!"

"Do you really think so?" asked Goofy.

"I know so," Mr. Big Shot replied. Then he told the director to get Goofy another tub of popcorn.

"Gee, thanks," Goofy said. He munched on the popcorn. "Mmm—extra butter!"

DIRECTOR

Mr. Big Shot wanted lots of people to go see Goofy's movie in the theaters. To make sure everyone knew about it, the studio put Goofy's picture on billboards all over town and sent letters to reporters.

On opening night, a limousine took Goofy to the theater. As the car pulled up, Goofy saw huge spotlights over a sign with his name on it. Goofy stepped out of his car, and reporters crowded around him. They took his photo and asked him questions.

"Goofy," a reporter asked, "how did you manage to get a starring role when you've never even been in a movie before?"

"Like this," said Goofy. He threw back his head, slapped his knee, and laughed. *A-hyuck! A-hyuck!*

That night at the theater, the audience laughed, too. The movie was one of the funniest they had ever seen. When it was over, everyone stood up and applauded Goofy.

Mr. Big Shot was thrilled. He asked Goofy to be in more movies. Goofy was given his own trailer, and the studio's writers wrote lots of scripts for him.

Goofy made one movie after another. He acted the part of an artist, a race-car driver, an Olympic athlete, and a wealthy businessman whose yacht was stuck on a desert island. Even though some of the movies were meant to be serious, with Goofy in the starring role, they all ended up being comedies.

All the movies Goofy starred in were hits, and they made him lots of money.

"Go and spend some of it," Mr. Big Shot suggested one day. "Photographers love to follow big stars while they shop. They'll put stories in their magazines, and people will read all about you!" So that's what Goofy did.

First, he picked out a closetful of new clothes.

Next, Goofy went car shopping.

"Orange is my favorite color . . . except when it's green," he told the auto salesman. When Goofy couldn't decide which car he wanted, he bought them all. "Do you deliver?" he asked. "I still haven't learned how to drive."

After that, Goofy bought a mansion that was so big he kept getting lost in it.

Mr. Big Shot was right. The press loved following Goofy and writing stories about his glamorous life. Soon he was a bigger star than ever!

In fact, Goofy became so popular that he couldn't go anywhere or do anything without a reporter following him. Most people would have found all the attention annoying, but not Goofy.

One morning, a cameraman climbed in through Goofy's kitchen window.The man wanted to film Goofy. Goofy didn't mind. He just ate his breakfast.

Goofy was always busy. When he wasn't making movies, he was going to parties and award shows or giving interviews. He liked meeting new people, but he missed his quiet life.

One night at a movie premiere, Goofy told Mr. Big Shot that he was thinking of quitting show business. Mr. Big Shot offered him more money. But Goofy didn't change his mind.

"A bigger trailer?" his boss asked, trying again.

Goofy shook his head.

"More snacks? Another house? Your own yacht?" Mr. Big Shot asked.

"Thanks," said Goofy. "I have everything anybody could want—except time to myself. Movie stars live life in the fast lane, but I'm kind of a slow-lane guy."

"I see," said Mr. Big Shot. "So when are you leaving?"

"Right now!" Goofy answered with a laugh. *A-hyuck!* He jumped for joy. He was getting his old life back!

It took a while for reporters to forget about Goofy, but soon he could visit with friends and go sightseeing without anyone recognizing him.

One afternoon, Goofy snacked on a hot dog. A tourist stopped and stared at him. "Hey, aren't you a movie star?" the man asked.

"Nope," Goofy answered. I'm just plain Goofy! he thought happily.

WALT DISNEY'S
MICKEY MOUSE'S
PICNIC

One beautiful summer day, Mickey Mouse and Minnie Mouse decided to go on a picnic. They invited Pluto, Goofy, Daisy Duck, and Clarabelle Cow. They would have invited Donald Duck, but lately Mickey had noticed that something crazy always happened when Donald went along. Mickey wanted the day to be relaxing and quiet.

Minnie packed a big, delicious lunch. She and Mickey took the basket outside, where their friends were waiting for them. Then everyone got into Mickey's car.

"It seems strange to go without Donald Duck," Mickey said as they drove away.

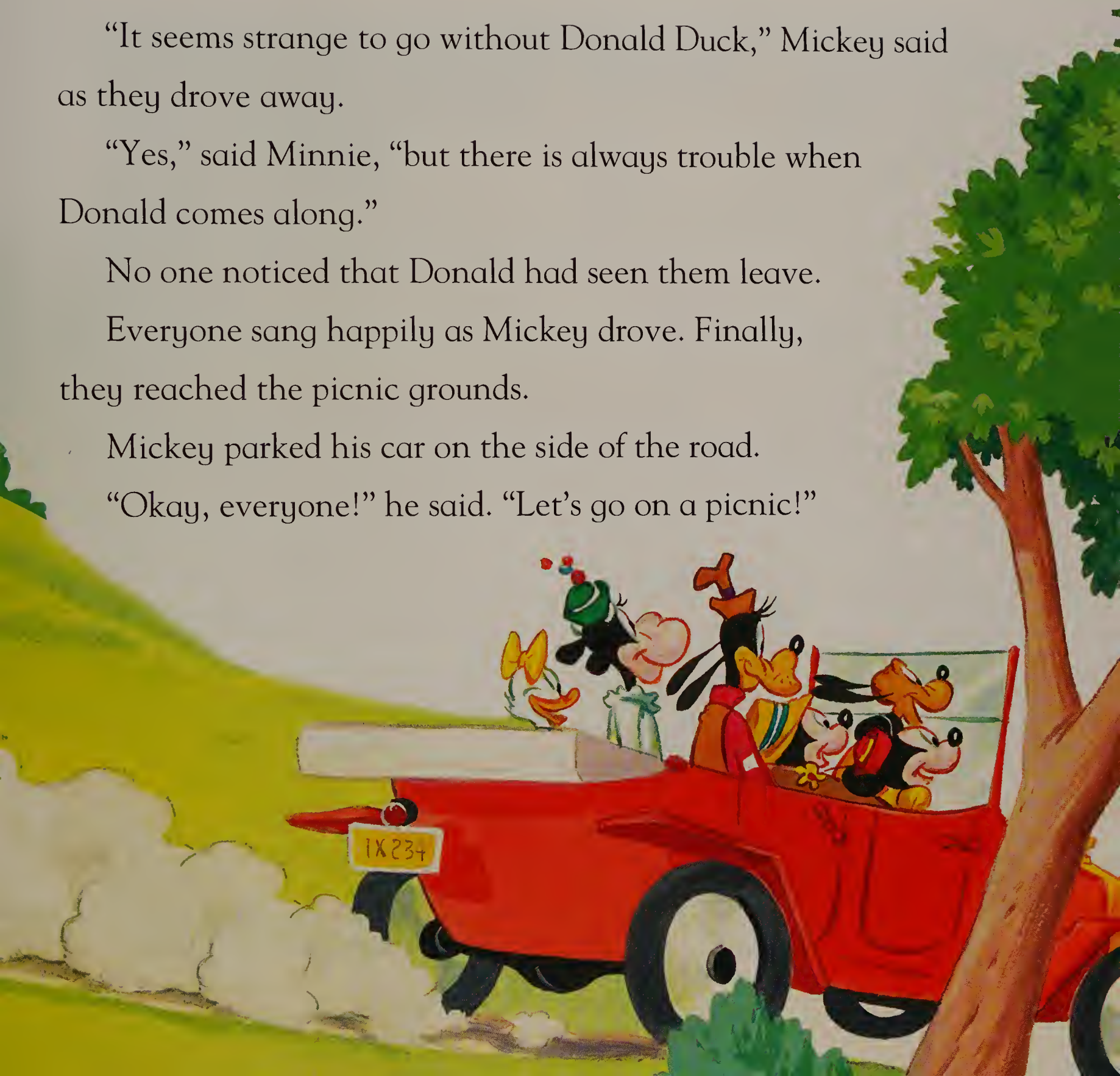
"Yes," said Minnie, "but there is always trouble when Donald comes along."

No one noticed that Donald had seen them leave.

Everyone sang happily as Mickey drove. Finally, they reached the picnic grounds.

Mickey parked his car on the side of the road.

"Okay, everyone!" he said. "Let's go on a picnic!"



Mickey and his friends walked until they found a spot beneath a tall tree. Mickey laid down a blanket, and Minnie set out the food she had packed.

Yum! Mickey thought. There were peanut-butter-and-jelly sandwiches, turkey sandwiches, hard-boiled eggs, potato salad, macaroni salad, pink lemonade, and a cake with chocolate frosting!

The food looked delicious, but before they ate, Mickey and his friends wanted to have some fun. Minnie wanted to pick flowers, but Daisy Duck wanted to play tag. Clarabelle thought a nap sounded nice. Goofy suggested they go for a swim. Everyone was excited about that. So they left their lunch under the tree and went to the pond.

After a while, Mickey and his friends began to get hungry.

"I think it's time for lunch," said Mickey.

"I can't wait to try Minnie's potato salad," Daisy said.

Everyone made their way to the grassy spot under the tree. But when they arrived, the food was gone!

"Where did it go?" cried Minnie.

"Well, *gawrsh*," Goofy said.

"We'll find it!" said Mickey.

They searched all over the picnic grounds. Mickey looked near a small pond. Goofy searched in a blackberry patch. Minnie and Daisy looked in a meadow, and Clarabelle looked in a small grove of trees. But there was no sign of their lunch.

Then they saw Donald Duck walking down the road toward them. He had a fishing pole over one shoulder. A large bundle hung from the end of the pole.

"Imagine meeting you folks out here," said Donald. "I came to do some fishing. It was too beautiful a day to stay at home."

"Oh—er—yes," said Mickey. He felt bad because they had left Donald behind.

"Where are you folks going?" Donald asked.

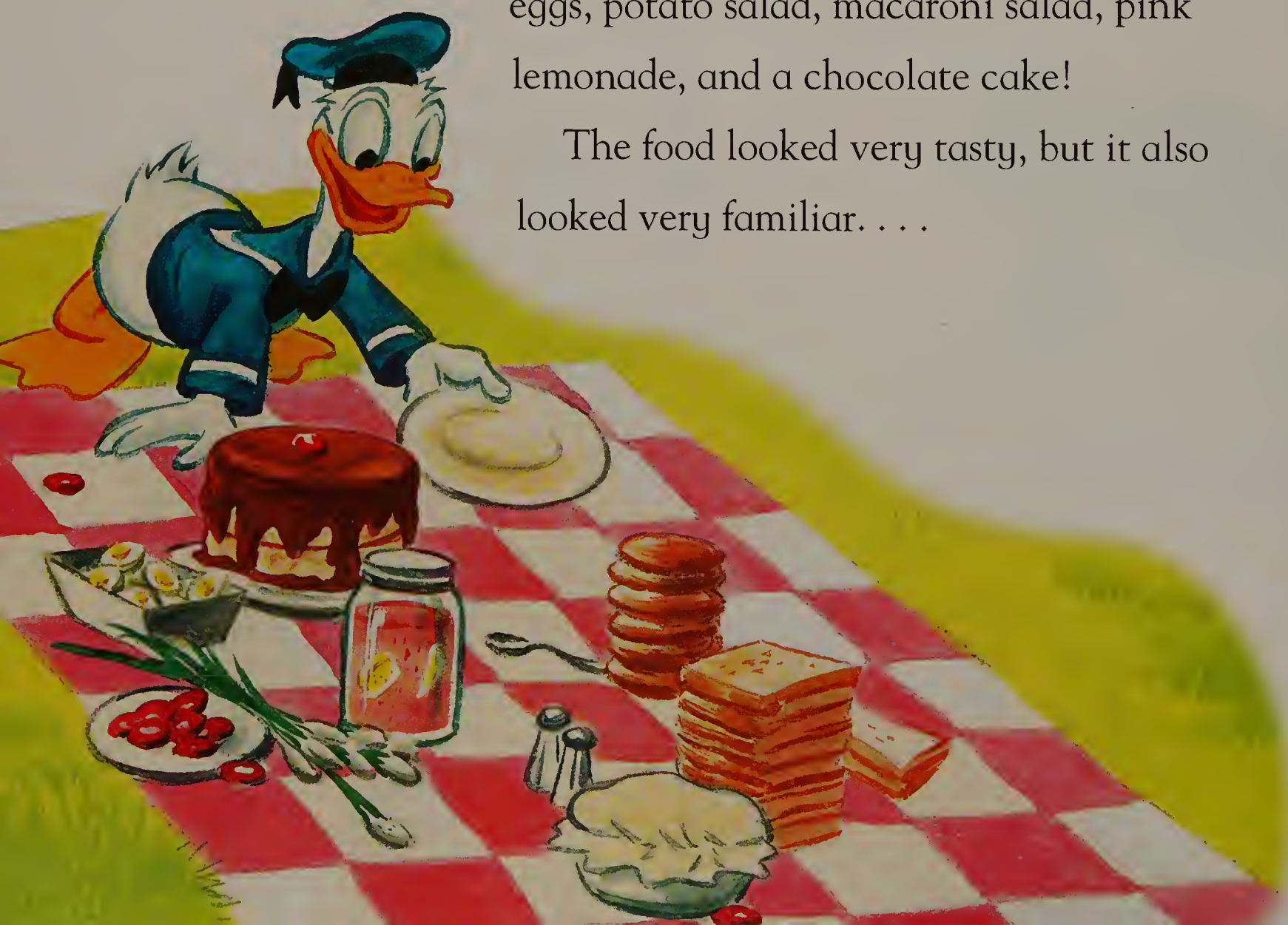
"We are hunting for our lunch," Mickey said.

"Lunch?" said Donald. "Why, I have enough for all of us in my bundle here."

Now everyone felt guilty for not inviting Donald. But they were hungry, so they thanked him and walked back to the grassy spot under the tree.

Donald opened his bundle and spread out the food. There were peanut-butter-and-jelly sandwiches, turkey sandwiches, hard-boiled eggs, potato salad, macaroni salad, pink lemonade, and a chocolate cake!

The food looked very tasty, but it also looked very familiar. . . .



Minnie picked up the cake. "Why, this is just like the one I made," she said.

Mickey pointed to the knife they had taped to the plate so they'd have something to cut the cake with. "That looks like our knife," he said.

"And that's the lemonade I couldn't wait to drink," Daisy said.

"Those are the sandwiches I unwrapped," Clarabelle added.

"Donald!" Mickey cried. "Where did you get this food? It looks just like what we brought."

"What a coincidence!" Donald said. "We must have wanted to eat the same lunch."

Donald's friends stared at him, hands on their hips.

"Okay, okay. It is your food," Donald said after a moment. He looked embarrassed. "Your picnic just looked like so much fun. I wanted to come along."

Now Mickey looked ashamed. "I'm sorry I didn't invite you," he said. "But I'm glad you're here now."

"That's right!" Minnie agreed.

"I agree!" Clarabelle chimed in.

"Me, too," Goofy added.

Daisy nodded. Even Pluto barked.

"There's plenty of time left to have a perfect picnic," Mickey said.

"Where did the sandwiches go?" Donald asked.

Mickey pointed to another tree. Goofy was sitting under it, eating. "Well, *gawrsh*," he said. "I was awfully hungry. So I started my own picnic over here."

He brought the stack of sandwiches back. "Let's all eat together," he said.

And that's exactly what they did.

WALT DISNEY'S
Ben and Me

One winter day in the year 1745, a tiny church mouse named Amos packed up his few belongings and put on his coat. Then he said good-bye to his twenty-five brothers and sisters. His family was very poor, so he was leaving home to look for a job and a new place to live. He hoped he would be able to earn lots of money to give his family.

The little mouse tramped through the cold Philadelphia streets all afternoon. Everywhere Amos turned, he found a new problem. He dodged falling icicles, mean cats, and people who chased him with brooms.

By nightfall, Amos still hadn't found a job or anywhere to live. His last hope was a rundown old shop near the edge of town.

Amos went inside and found a dusty room filled with strange machines. The mouse was glad to be indoors, but it was almost as cold in the shop as it had been outside. The only light in the room came from one small candle.

Benj. FRANKLIN
Printer & Bookbinder

At a desk, the owner was trying to write an article for his newspaper. All of a sudden, the man sneezed. *Aaaa-choo!* His glasses flew off and crashed to the floor. Each lens broke in half and popped out of the frame.

"My last pair!" the man cried. "Oh, what'll I do? Now I'll never get my paper out!"

Amos introduced himself and tried to cheer up the man. "Oh, but you can't give up," he said. "Nothing ventured, nothing gained, Mr. Franklin."

"My name's Ben," the man said. "Plain Ben."

Amos told Ben that he would help finish the newspaper. Ben was delighted, especially when Amos said he would fix the broken glasses. Ben had cracked both his outdoor and reading glasses, so all Amos could do was make one pair out of the two. The little mouse had invented a new type of glasses—so Ben could see both far and near.

Next, Amos suggested that they build a stove in the middle of the room so they could heat up the shop. The iron machine looked funny with its black pipe leading to the chimney, but it worked well.

At last, Amos turned his attention to Ben's newspaper. "Ehh, *Poor Richard's Almanac,*" Amos said, reading the title. "Poor indeed."

"Well, what would you suggest?" Ben asked.

Amos thought of a snappy new name for the paper: *The Pennsylvania Gazette.* Then he hurried out to find some stories. Once the mouse returned, Ben and Amos wrote the articles.

They printed hundreds of copies of the paper. By the next day, everyone in Philadelphia was reading *The Pennsylvania Gazette.* Ben became famous overnight.

Years passed, and Amos and Ben continued to work together. Amos took care of the newspaper, which gave Ben time to try lots of different experiments.

One day, Ben zapped Amos's tail with a jolt of electricity. Amos was so mad that he said he was going to leave.

"Amos, can't you take a little joke?" Ben asked. He promised never to trick his friend again, so Amos stayed.

Soon after, Ben made a kite. Then he offered Amos a ride on it. He didn't mention that he had put a wire on the kite or that he had tied a metal key to its string in hopes of attracting lightning.

Amos enjoyed the ride until it began to storm. Suddenly, a blast of lightning struck the kite. *Zap!* The kite and Amos fell to the ground.

Ben ran toward the kite, which was tattered and burned from the lightning bolt.

"Amos, speak to me!" Ben cried.

Amos opened his eyes and saw that Ben looked upset. Amos was mad, but he thought he could forgive Ben. After all, he believed it had just been an accident.

"Was it electricity?" Ben asked.

"Was it electricity!?" Amos repeated, furious. He realized that Ben didn't care about him—he had only wanted to know if the lightning shock felt the same as an electricity jolt!

That was the last straw for Amos. In spite of Ben's pleading, he left. Amos had been missing his family, and he went back to help take care of them.

The years that followed were filled with trouble for America's thirteen colonies. King George III, the ruler of England and the colonies, made the American people pay more and more taxes. But at the same time, he would not let anyone from the colonies be part of the government.

A lot of people in America were upset. They thought this was unfair. They wanted the king to listen to them, too.

"No taxation without representation!" Amos sometimes called out along with the angry citizens.

Amos read in the newspaper that Ben had been chosen to travel to England to get King George III to listen to the colonists.

Everyone hoped that things would improve. But when Ben returned, he had bad news. King George would not listen to him. Nothing had changed.

"What'll we do?" everyone asked. But Ben did not know what to say.

Amos couldn't help feeling sorry for Ben.

who help themselves

One night in the summer of 1776, Amos woke up. Someone was calling his name. Who could it be at this hour? he wondered.

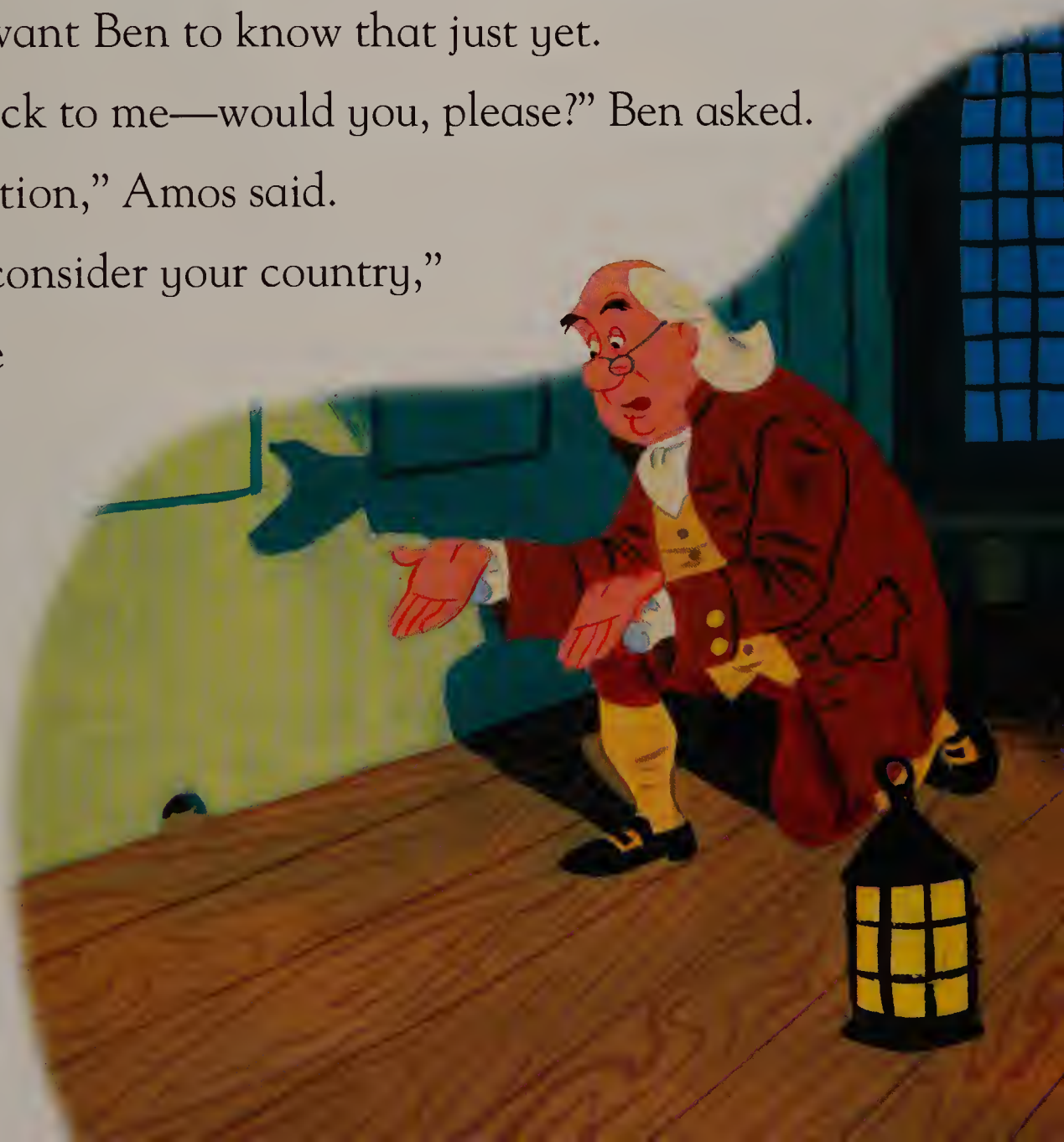
Sleepily, Amos peered out of his hole in the wall and saw Ben Franklin kneeling in the hallway. The mouse was happy to see him, but he didn't want Ben to know that just yet.

"Amos, come back to me—would you, please?" Ben asked.

"Out of the question," Amos said.

"Please, Amos, consider your country," Ben begged. "There are big decisions to be made. I need you, Amos."

The mouse wanted to help, but he was still unsure.



Finally, Amos said he would help if Ben agreed to sign a contract. Ben said he would, and so Amos spent the night writing.

The next day, soon after Amos arrived at Ben's house, there was a knock at the door. It was Thomas Jefferson, a friend of Ben's and a fellow leader of the colonies.

Jefferson was terribly upset. He had been writing about why the American colonies should have independence from England, but he was having trouble with the beginning.

"It's no use. I'm stuck," Jefferson said.

"*Psst*, Ben," Amos said. "How about our contract?" The mouse thought it might help Mr. Jefferson.

"No, Amos," Ben said. "Not now."

"Yes, now!" Amos demanded. "Or I'm leaving!"

Ben pulled out a magnifying glass and began to read the contract aloud.

When Jefferson heard Ben reading the contract, he perked up.

"Ben, that's it!" Jefferson cried. He added what Amos had written to what he was writing—the Declaration of Independence.

On July 4, 1776, the Declaration of Independence was adopted by the American congress. Of course, Amos could never get credit for it, but he was proud of the part he'd written.

Ben agreed to Amos's contract, and he stuck to his word—to never play tricks on him again. As the years passed, Amos continued taking care of his family, but he was quite happy to be back helping Ben, too.

WALT DISNEY'S
LADY

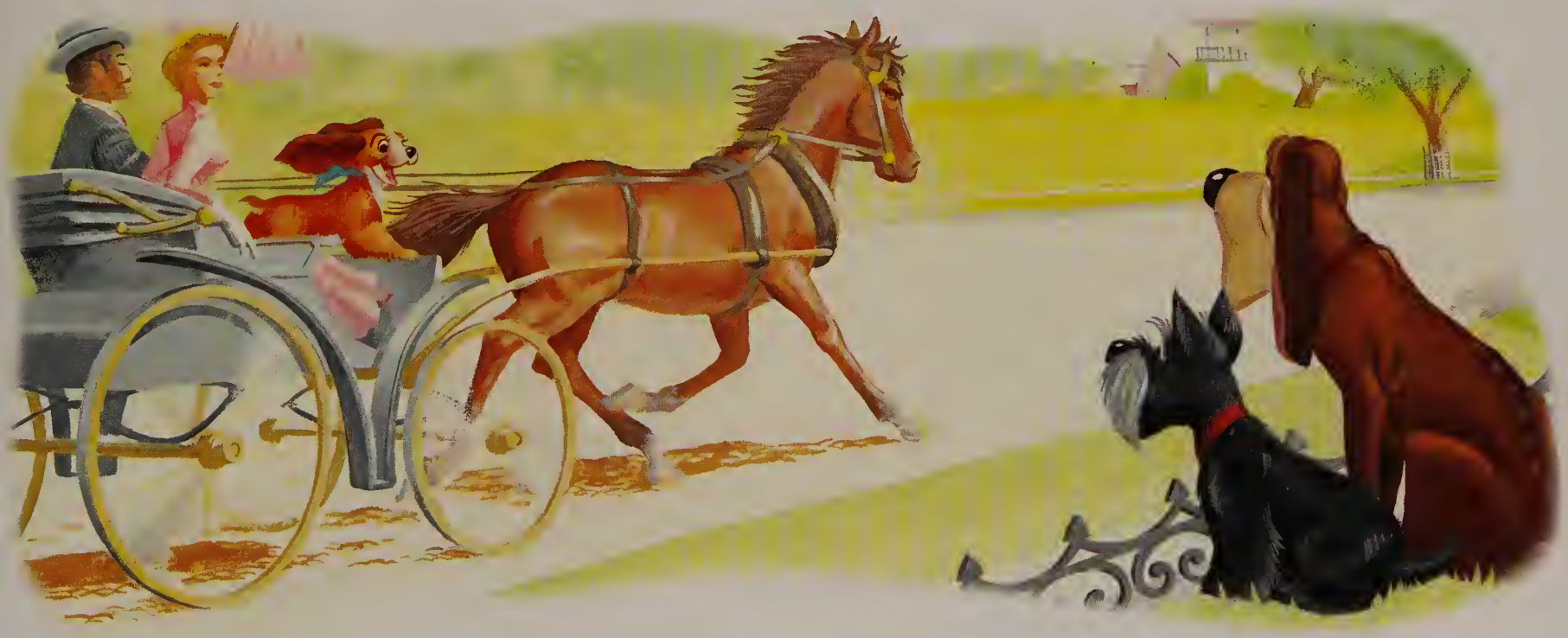
There was once a beautiful cocker spaniel named Lady. She had long, silky ears and a very ladylike bark. She lived in an elegant house with her human family, Jim Dear and Darling. She loved them very much, and they loved her, too.

Jim Dear and Darling gave Lady just about everything a dog could want. They set up a cozy bed for her. They brought her plenty of bones. They even used a fancy dish for her supper.

LADY

Jim Dear and Darling often took Lady to have her fur and nails trimmed. Lady liked to watch in the mirror as the shopkeeper clipped and combed her coat.

On warm afternoons, Lady went for rides in a horse-drawn carriage with Jim Dear and Darling. Many of the neighborhood dogs admired how pretty she looked in the coach, including Lady's friends Jock, a Scottish terrier, and Trusty, a bloodhound.



One day, Jock and Trusty came to visit Lady in her backyard.

"Jim Dear and Darling have done so much for me," Lady told her friends. "I wish I could do more for them, but what can a little dog do?"

Trusty had an idea. "Well, uh . . . you could carry things for them," he suggested.

"And bring things to them," Jock added brightly.

So Lady learned to catch the newspaper that the paperboy tossed into the yard each morning. Then she brought it to Jim Dear in the kitchen.

Sometimes the paper would tear as Lady squeezed it through her doggie door, but Jim Dear never minded. He always patted her on the head and exclaimed, "Good Lady! Good dog!"

Lady was very pleased.

Soon a baby boy came to live with Lady and her family, and everything seemed to change. Jim Dear and Darling were always busy taking care of the new infant. They didn't pay much attention to Lady anymore.

One summer day, they even forgot to give Lady her bath.

Later that morning, Lady asked Jock and Trusty why her family was acting so strangely. "What is a baby anyway?"

Just then, a mutt named Tramp happened to pass by. He was a stray from a much rougher part of town. He answered Lady from the edge of her yard.

"Babies will scratch you and pinch you and even pull your ears," Tramp said. "But worst of all, once a baby moves in, your family will forget all about you—"

"Look here, laddie, who are you to butt in?" Jock cut him off.

"The voice of experience, buster," Tramp said.

Tramp sighed. "Having a family is just too much trouble for a dog," he said.

"Haven't you a family?" Lady asked.

"Lots," Tramp replied. "I stop by a different house every night for a home-cooked meal, but then I leave to go back to the streets where I'm free."

"I'm afraid I don't understand," Lady admitted.

"It's simple . . ." Tramp said, but something made him pause. He sniffed the air. It smelled delicious. Right then, Jock and Trusty were called home for dinner. They left, but no one had called Lady. She felt more alone than ever.

Tramp smiled at her. "Something tells me it's suppertime. Come on," he said. "I'll show you what I mean."

Tramp dashed out of Lady's yard and ran after a passing wagon. At first, Lady hesitated, but her curiosity got the best of her. She followed after him.

That evening, Lady did all sorts of new and exciting things. First, Tramp showed her how to jump fences. Then, he suggested they chase a cat.

"But we shouldn't," Lady told him.

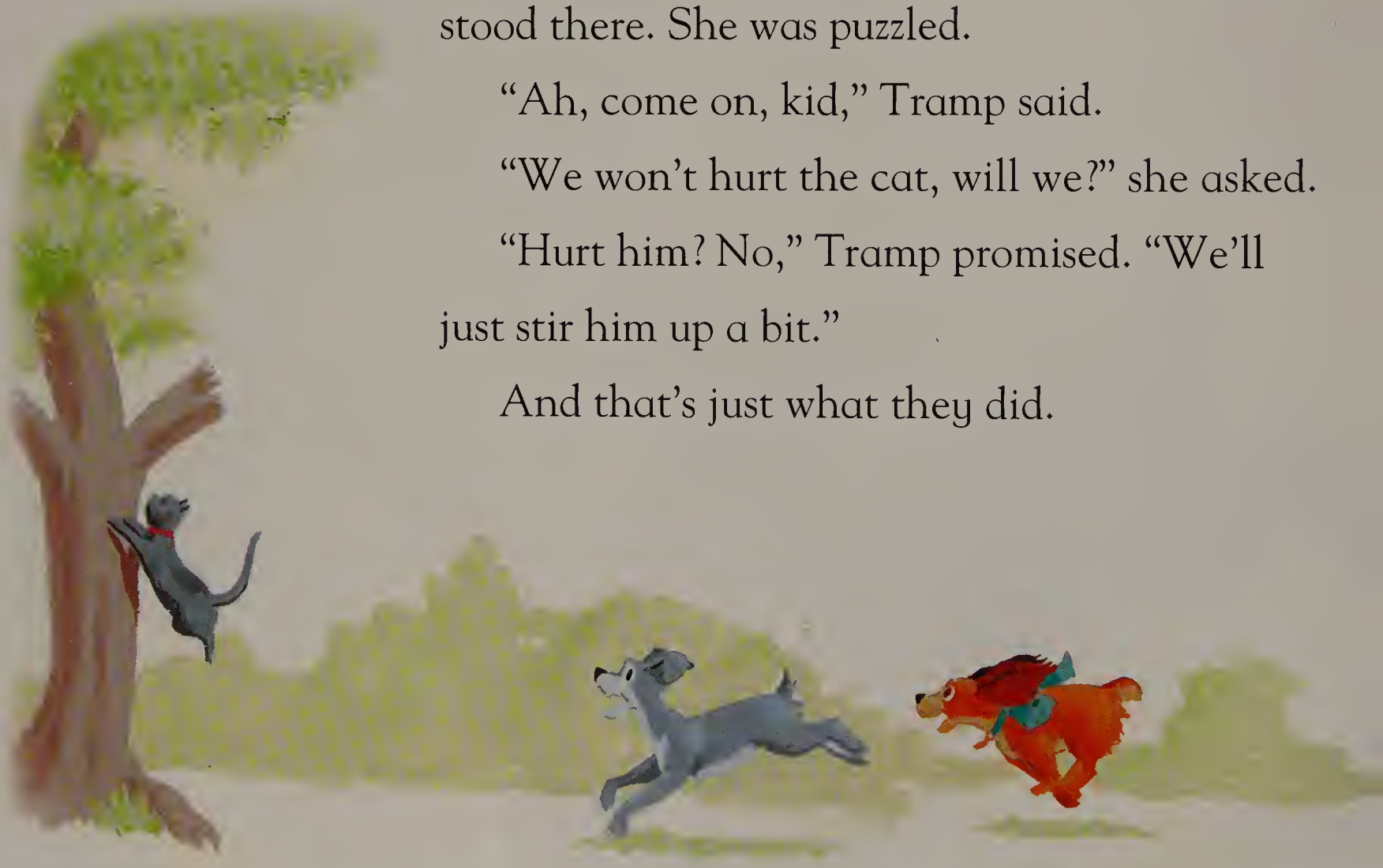
"I know. That's what makes it fun," Tramp said. But Lady just stood there. She was puzzled.

"Ah, come on, kid," Tramp said.

"We won't hurt the cat, will we?" she asked.

"Hurt him? No," Tramp promised. "We'll just stir him up a bit."

And that's just what they did.



Later that night, Tramp took Lady to his favorite Italian restaurant, Tony's. Lady ate spaghetti and meatballs for the first time.

After dinner, they went for a walk in the park. Lady was starting to really like Tramp—and he was becoming fond of her, too.

As they sat on a hilltop overlooking the village, Tramp said, "Look down there. Tell me what you see."

"Well, I see nice homes with yards and fences," Lady said.

"Exactly. You're all cooped up when you have a human family," Tramp said. "But you could be free if you stayed on the streets. Stick with me, and we'll keep having adventures."

Lady didn't answer. She wasn't sure what she wanted.

The two dogs decided to go back into town. They hopped over fences, crawled under gates, and took shortcuts through people's yards. After a while, Lady's paws began to hurt. Tramp suggested they stop to rest in an alley.

There, Lady saw her reflection in a window. She was muddy from head to toe, and her bow was torn. She was so surprised that she jumped in fright. She never got that dirty at home.

At that moment, Lady knew what she had to do. She turned to Tramp and thanked him. She said she thought it'd be wonderful to explore the world with him.

"But?" Tramp asked.

"But who'd look after the baby?" Lady answered.

Tramp paused. He was beginning to understand just how important Lady's family was to her. She enjoyed their adventure, but she was ready to go back to her family.

"You win," he said at last. "Come on, I'll take you home."

Tramp knew a shortcut back to Lady's house. When they arrived, Jim Dear was on the porch. Lady ran up the stairs.

"Lady!" cried Jim Dear. He hugged her. "Why did you run away? We were so worried about you!"

Lady barked happily. Tramp stood at the foot of the stairs. He wagged his tail and barked, too. He was very polite.

"Well," said Jim Dear in a friendly voice. "Come here, boy."

He patted Tramp and smiled at Lady. "Bring in your friend, Lady," said Jim Dear. "I think we can use two dogs around here to help with the baby, don't you agree?"

From then on, life was better than ever. Jim Dear and Darling were happy to have Lady back at home. They were especially pleased to have two dogs to look after their baby.

And Tramp liked having a real home with a real family. He didn't even mind bath days . . . too much.

But Lady was probably the happiest of all. She knew that Jim Dear and Darling loved her, and she was glad to have Tramp by her side.

Walt Disney's
Snow White
and the Seven Dwarfs

Once there was a lovely princess named Snow White. She lived in a castle with her stepmother, a beautiful but wicked queen.

The Queen was very jealous of Snow White and forced her to work as a servant. Each day, the wicked queen looked into her mirror and asked, "Magic Mirror on the wall, who is the fairest one of all?" The mirror usually answered that the Queen was the fairest, which pleased her.

Meanwhile, Snow White did her chores and made friends with the courtyard doves. One day, a prince heard Snow White singing. He was enchanted by her.

The Queen saw this and became angry. Then the Magic Mirror told her that Snow White was now the fairest in the land. The Queen was furious. She ordered the Huntsman to take the princess into the forest and do away with her.

The next day, the Huntsman went for a walk with Snow White.

But she was so kind and gentle, the Huntsman couldn't bring himself to harm her. Instead, he warned the princess about the Queen's plan. He told her to run away.

Snow White didn't look back. She ran further into the dark forest, alone and scared.

Finally, Snow White came to a clearing. She fell to the ground and began to cry. What do I do now? she wondered.

The woodland animals watched the girl. Slowly, they came out from their hiding places to comfort her.

When Snow White saw them, she smiled through her tears. "Everything's going to be all right," she said. "But I do need a place to sleep at night."

Some birds whistled for Snow White to follow them, and they led her through the forest.

Soon Snow White and the animals came to a tiny cottage.

"Oh, it's adorable!" Snow White cried. "Just like a doll's house."

She peeked inside. It looked as if no one was home. The sink was piled high with dirty dishes, and everything was covered with dust. Snow White noticed seven tiny chairs. She decided that seven little children must live in the cottage.

"Maybe they have no mother," Snow White said to the animals.

Inside the cottage, Snow White swept the floor, while the animals washed the dishes. Before long, everything shone like new.

Upstairs, Snow White found seven little beds. Each one had a name carved on it.

"Doc, Happy, Sneezy, Dopey—what funny names for children!" Snow White exclaimed. "Grumpy, Bashful, and Sleepy . . . I'm a little sleepy myself," she said, yawning.

With that, she sank down across the little beds and fell asleep.

In the meantime, the Seven Dwarfs marched through the woods. They had been hard at work mining for diamonds all day. Now, they were on their way home.

As they caught sight of their cottage, they stopped short. Something was very strange. Smoke curled from the chimney, and the door was open.

"Something's in there!" they cried. "What'll we do?"

They went inside to investigate and were shocked to find the place so clean. Suddenly, they heard a sound coming from upstairs.

The Seven Dwarfs tiptoed up the steps. When they reached the foot of their beds, they peeked over and saw Snow White asleep.

"Why, i-i-it's a girl!" said one of the Dwarfs.

Just then, Snow White woke up. "How do you do?" she said, surprised to see the little men staring at her.

Snow White described what had happened to her. The Dwarfs told her she could stay with them.

After dinner that night, the Dwarfs played music and danced with Snow White. She was so happy that she almost forgot about the Queen and her evil plan.

Back at the castle, the Queen did not know Snow White was still alive. "Magic Mirror on the wall, who now is the fairest one of all?" she asked.

"In the cottage of the Seven Dwarfs dwells Snow White, fairest one of all," the mirror answered.

The Queen was enraged! She came up with a plan.

The Queen hurried down to a cave beneath the palace. She used her magic to disguise herself as an old peddler woman. Then she searched for a spell to use on Snow White.

"Ah! A poison apple!" she exclaimed. "Sleeping death. One taste, and Snow White's eyes will close forever."

She climbed into a small boat and headed downstream toward the Dwarfs' cottage.

The next morning, Snow White said good-bye to the Seven Dwarfs as they went off to work.

"Don't let anyone or anything into the house," Grumpy warned her. Then the Dwarfs marched off to the mine.

From the shadows of the nearby trees, the Queen watched the Dwarfs leave. Then she walked up to the cottage, still disguised.

When Snow White saw the old peddler woman, she wasn't afraid. She felt sorry for her. Then Snow White noticed the delicious-looking red apples in the woman's basket.

"Like to try one?" asked the Queen.

The birds tried to warn Snow White, but she didn't notice.

She didn't know that the peddler was really the Queen. Snow White took the poisoned apple and bit into it. Immediately, she fell to the cottage floor. The animals ran to get the Seven Dwarfs.

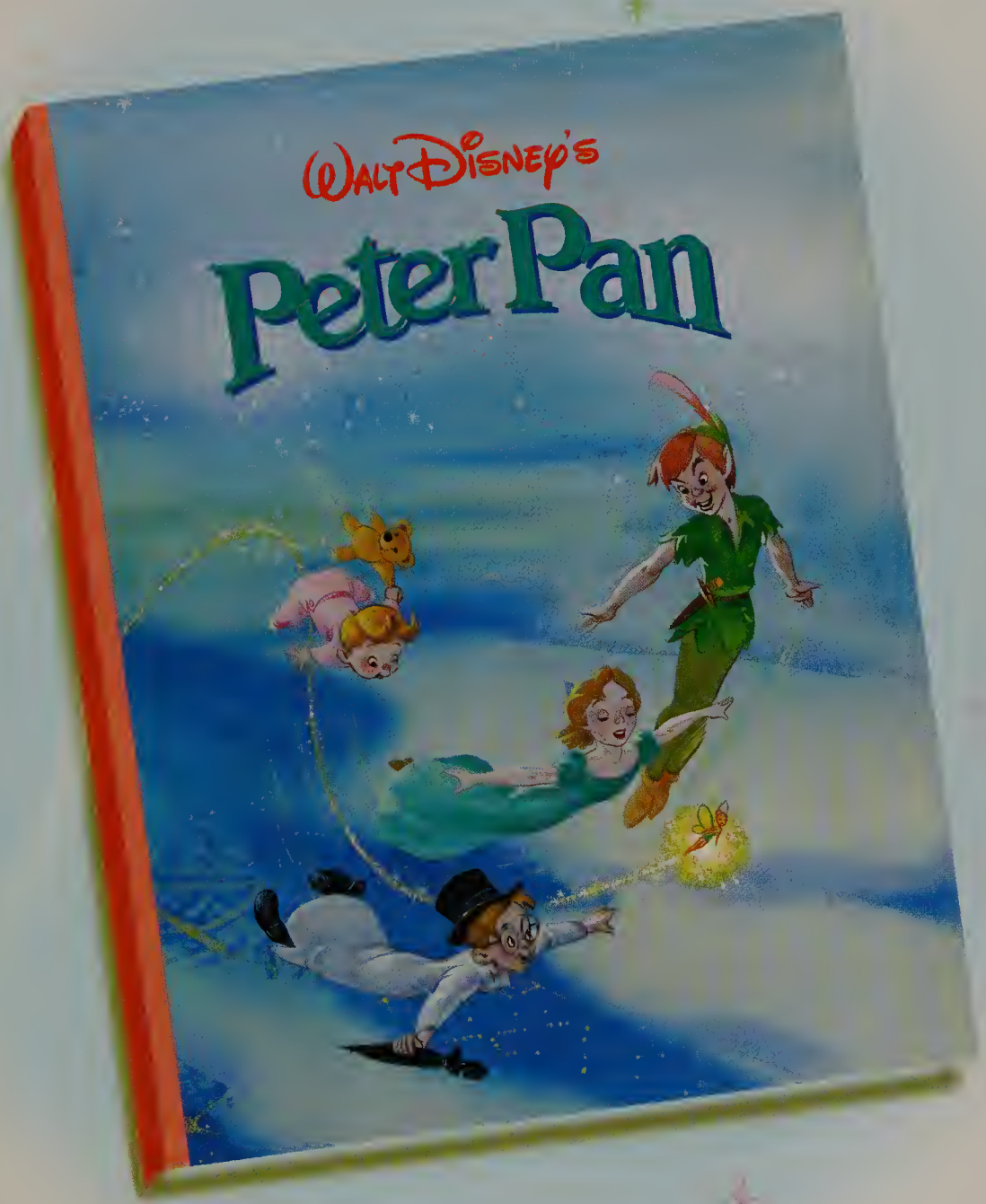
The Dwarfs hurried home from the mine. But they were too late. The poisoned apple had put Snow White into a deep sleep.

The Dwarfs saw the Queen running away. They chased her through the woods until she fell off a cliff and disappeared forever.

When the Dwarfs returned home, they built a coffin of glass in the forest for Snow White. Heartbroken, they kept watch over her night and day.

After some time, the prince who had heard Snow White singing at the castle rode by. When he saw her, he knew that she was his true love. He knelt beside her and kissed her. Snow White awoke at once. The spell was broken!

Snow White thanked the Dwarfs for all they had done to help her. She gave each of them a kiss and rode off with her Prince. They lived happily ever after.


Walt Disney's
Peter Pan

Long ago, Mr. and Mrs. Darling lived on a quiet street in London with their children, Wendy, Michael, and John, and their dog, Nana.

In the nursery, Wendy told stories about a magical boy named Peter Pan and about Never Land, the island where he lived. Indians, mermaids, fairies, and wicked pirates also lived in Never Land, and no one ever grew old there. But Mr. Darling thought his daughter was too grown up to be telling such stories.

"Young lady, this is your last night in the nursery," Mr. Darling told Wendy.

Later that night, Peter Pan appeared, along with a fairy named Tinker Bell. Peter had been looking for his missing shadow, and now that he'd found it, he needed someone to reattach it.

Wendy offered to sew it back on for him. She also told Peter it was her last night in the nursery.

"No, I won't have it!" Peter exclaimed. He didn't want her to grow up, either. "Come on to Never Land!"

Wendy agreed as long as Michael and John could go, too.

With the help of some pixie dust from Tinker Bell, Peter Pan taught them all to fly.

Back in Never Land, Captain Hook was on his pirate ship, looking for Peter Pan, so he could capture him once and for all.

Just then, there was a call from the crow's nest. "Peter Pan, ahoy!" a pirate yelled.

Captain Hook spied Peter and the children sitting on a cloud overhead. "We'll get him this time!" Captain Hook cried. "Man the long cannon!"

In the sky, the children were admiring the view of Never Land.

"Oh, Peter, it's just as I always dreamed it would be," Wendy said.

All of a sudden, a cannonball shot through the cloud.

"Look out!" cried Peter. Everyone was safe, but just barely. "Quick, Tink! Take Wendy and the boys to the island. I'll stay here and draw Hook's fire," Peter said.

Tinker Bell quickly flew to Peter's hideout with the children. Once they landed, the Darlings met Peter Pan's friends, the Lost Boys.

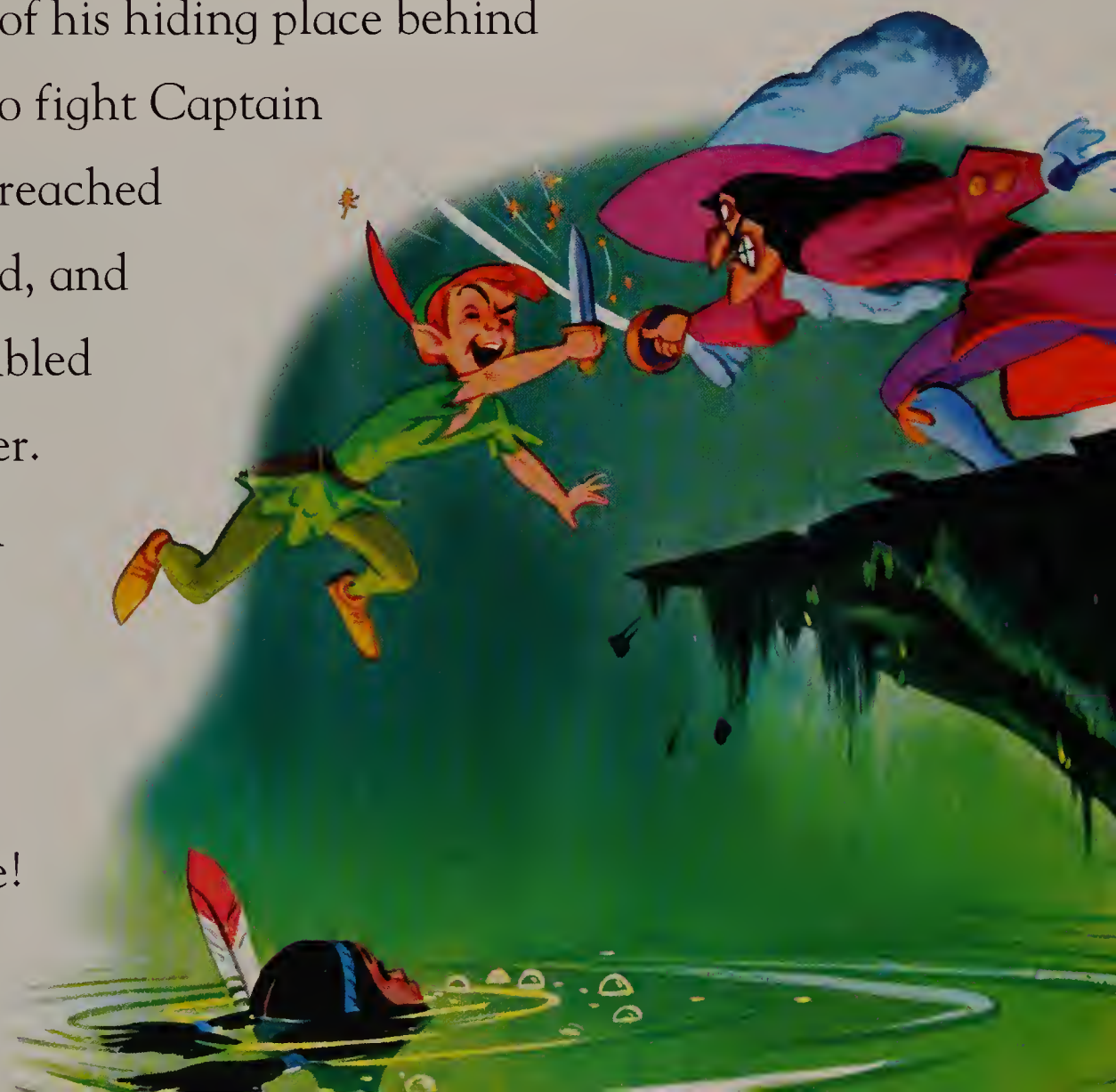
Soon Peter joined everyone. He offered to take Wendy to Mermaid Lagoon. John and Michael went off to explore the jungle with the Lost Boys.

While visiting the mermaids, Peter and Wendy caught sight of Captain Hook and his first mate, Mr. Smee. The pirates had taken Tiger Lily, the Indian Chief's daughter, prisoner. They were rowing straight toward Skull Rock. Peter and Wendy followed them.

"Now, my dear princess, you tell me the hiding place of Peter Pan, and I shall set you free," Captain Hook said. Tiger Lily refused, so Mr. Smee set her on a rock in the water and waited for the tide to rise. Captain Hook thought Tiger Lily would give in if the water got too high.

Peter came out of his hiding place behind a rock and began to fight Captain Hook. When they reached a cliff, Peter jumped, and Captain Hook tumbled down into the water.

Then Peter Pan rescued Tiger Lily. The water had gotten to her chin. He was just in time!



Peter, Wendy, and Tiger Lily flew back to the Indian village. Everyone gathered to celebrate the princess's safe return home.

Meanwhile, Mr. Smee found Tinker Bell. "Beggin' your pardon, Miss Bell, but Captain Hook would like a talk with you," Mr. Smee said.

Captain Hook told Tinker Bell that he was going to sail away from Never Land. He offered to kidnap Wendy and take her with them. The only problem was that he didn't know where Peter's hideout was. He wanted Tinker Bell to tell him.

Tinker Bell liked Captain Hook's plan, for Peter seemed to have forgotten about her since Wendy had arrived. Jealous of the girl, Tinker Bell marked the spot on a map.

"Thank you, my dear," Captain Hook said. Then he locked the fairy up in a cage and set off for Peter Pan's hideout.

TO PETER
FROM WENDY

Captain Hook and his pirates waited near the hideout. Soon, they had captured the Lost Boys, Wendy, John, and Michael. Only Peter Pan was left inside.

The pirates started to march the children back to the ship.

"I have given my word not to lay a finger, or a hook, on Peter Pan," Captain Hook said. Then he pulled out a gift-wrapped package with a tag that read "From Wendy." But Captain Hook had placed a bomb inside the box. He lowered it into Peter's hideout and left.

Tinker Bell hadn't known that Captain Hook was going to harm Peter. She was furious. She rattled her cage until, finally, she broke free. Then she sped toward Peter's hideout.

Peter was about to unwrap the package when Tinker Bell raced in and grabbed it. *Bang!* The bomb exploded.

Luckily, Peter and Tinker Bell were unharmed. But the others were still Captain Hook's prisoners.

On board the pirate ship, they heard the blast from the bomb. Captain Hook laughed, for he was sure it was the end of Peter Pan. He gave the children a terrible choice: become pirates or walk the plank.

"Captain Hook, we will never join your crew," Wendy said.

"As you wish," Captain Hook replied. "Ladies first, my dear."

Wendy said good-bye to the boys and bravely walked out onto the plank.

Wendy stepped off the end of the plank and disappeared. Everyone listened for a splash, but there wasn't one.

Then they heard a familiar shout. It was Peter Pan! He had caught Wendy in midair.

"This time, you have gone too far!" Peter yelled at Captain Hook. He put Wendy on the ship's deck. Then he and the pirate began to duel.

While they battled, Tinker Bell freed the Lost Boys, and they all fought the pirate crew. At last, Peter and the boys had sent every last pirate, even Captain Hook, overboard.

Peter took command of the ship. The Lost Boys were his crew. "We're casting off! Heave those halyards!" Peter cried.

"Where are we sailing?" Wendy asked.

"To London," Peter said.

"Oh, Michael! John!" Wendy said happily. "We're going home!"

Tinker Bell sprinkled pixie dust over the ship, and it rose into the air. The children cheered as the ship flew through the sky.

When the ship reached the Darlings' home, only Wendy, Michael, and John got off. The Lost Boys weren't ready to grow up just yet, so they sailed back to Never Land with Peter Pan. The Darling children waved good-bye from the nursery window.

Mr. and Mrs. Darling came in. Mr. Darling had decided it would be okay if his daughter stayed in the nursery, but Wendy told him she was ready to grow up. Although that was true, Wendy knew that no matter how old she got, she would never forget her amazing adventure with Peter Pan!

WALT DISNEY'S
Bambi

One spring morning, a deer was born in a thicket in the woods. A bird saw the tiny fawn with his mother and ran to tell the other animals. Soon rabbits and squirrels scurried toward the thicket. Robins and bluebirds settled onto the surrounding bushes.

"Wake up, Friend Owl!" a rabbit called. "It's happened! The new prince is born!"

So the owl yawned and made his way to the thicket, too.

When he arrived, the baby deer stood up for the very first time. All the animals were excited.

The fawn's legs were stiff and shaky. The baby deer swayed as he walked.

"He's kinda wobbly—isn't he?" a young rabbit named Thumper said. He asked the deer's mother what the fawn's name was.

"Well, I think I'll call him Bambi," she answered.

"Bambi," Thumper repeated. "Yep, I guess that'll do all right."

As Bambi became sleepy, the animals left the thicket. The young prince laid down and took a nap.

When Bambi woke up, he joined his mother for a walk through the woods. Chipmunks and opossums greeted him excitedly.

"Good morning, young prince," they each said.

Bambi couldn't talk yet, but he smiled.

Finally, Bambi and his mother met Thumper and his sisters.

The bunnies wanted Bambi to play with them. Together they ran through the forest and hopped over branches. *Thump! Thump!*

When the bunnies jumped over a log, Bambi tried, too. *Thump! Thud!* He got stuck!

After all, it was the fawn's first try. He just needed some practice.

Bambi untangled his legs and stood up. Thumper and his sisters cheered. Then they saw something.

"Those are birds," Thumper told Bambi.

"Burr-duh," Bambi sounded out slowly. It was his first word!

The bunnies were happy, and Bambi was so excited that he repeated the word over and over.

When Bambi saw a yellow butterfly, he called out, "Bird!"

"No," Thumper corrected him. "That's not a bird. That's a butterfly."

Bambi followed the butterfly for a while. Then it flew into some flowers. Bambi pranced after it.

"Butterfly!" he cried at the ground.

"No," Thumper said. "That's a flower. It's pretty."

Thumper pushed his nose into the petals and sniffed. Bambi did the same, but he suddenly drew back. His nose had touched something warm and furry. Just then, a small black-and-white head peeked out.

"Flower!" Bambi called proudly.

The furry creature was a skunk. He blushed at Bambi.

Thumper laughed and laughed. "That's not a flower!" he exclaimed. "He's a little—"

"Oh, that's all right," the skunk said. "He can call me a flower, if he wants to. I don't mind."

"Pretty," Bambi said. "Pretty, Flower."

"Gosh," the skunk said, pleased. No one had ever called him pretty before.

From that day on, the skunk was always known as Flower.

By midsummer, Bambi's mother decided that the fawn was ready to visit the meadow. Bambi walked to the edge of the forest. There was a sunny field, and he wanted to run out into it.

"Bambi, wait!" the doe called. "You must never rush out on the meadow. There might be danger."

Bambi's mother took a few steps forward. She listened and sniffed the air.

"It's all right," she said finally. Then the two went exploring.

Not long after, Bambi and his mother came to a pond. Bambi looked into the water. He saw his reflection for the first time—and he was amazed.

All of a sudden, Bambi saw another deer's reflection in the water. Bambi was startled. He jumped back. Then he realized that there was a fawn standing beside him. Her name was Faline.

"Hello, Bambi," Faline said.

She smiled, but Bambi did not answer.

Bambi backed away from Faline. He ran to his mother and leaned against her.

"You're not afraid, are you?" Bambi's mother asked.

Bambi shook his head. Then he looked at Faline.

"Hello," he said shyly.

Faline giggled and licked his cheek.

Bambi ran away as fast as he could, but Faline chased after him.

The fawns raced all over the meadow that afternoon. The two were soon great friends. They played together for the rest of the summer.

Over time, autumn arrived. The weather began to get colder. The forest leaves turned red and orange. It rained more often, and the wind blew harder.

The trees began to shed their leaves, and soon, all the branches were bare. The forest looked very different.

One cold day, Bambi woke up to find everything covered in white.

"It's snow," his mother explained. "Winter has come."

Bambi stepped out from the thicket. His feet sank into the snow. It was cold and wet and all so new to him. Bambi was delighted.

He met Thumper at a frozen pond. The rabbit thumped his foot against the solid ice.

"Look," Thumper said, "the water's stiff."

Then Thumper took a running jump and slid across the pond. Bambi tried to follow, but his legs shot out from under him. *Plop!* He fell on the ice and knocked into Thumper, sending him spinning.

The bunny landed in a snowbank. As Thumper shook some snow off his tail, he heard snoring.

With Bambi by his side, Thumper hopped along until they came to a cave.

Thumper and Bambi looked in and saw Flower. He was fast asleep.

"Wake up!" Thumper shouted.

"Wake up, Flower!" Bambi called.

The skunk lay on a bed of dried flowers. He stirred when he heard his friends' voices.

"Is it spring yet?" Flower asked sleepily.

"No, winter's just started," Bambi said.

The skunk yawned. He told Bambi and Thumper that he planned to sleep all winter.

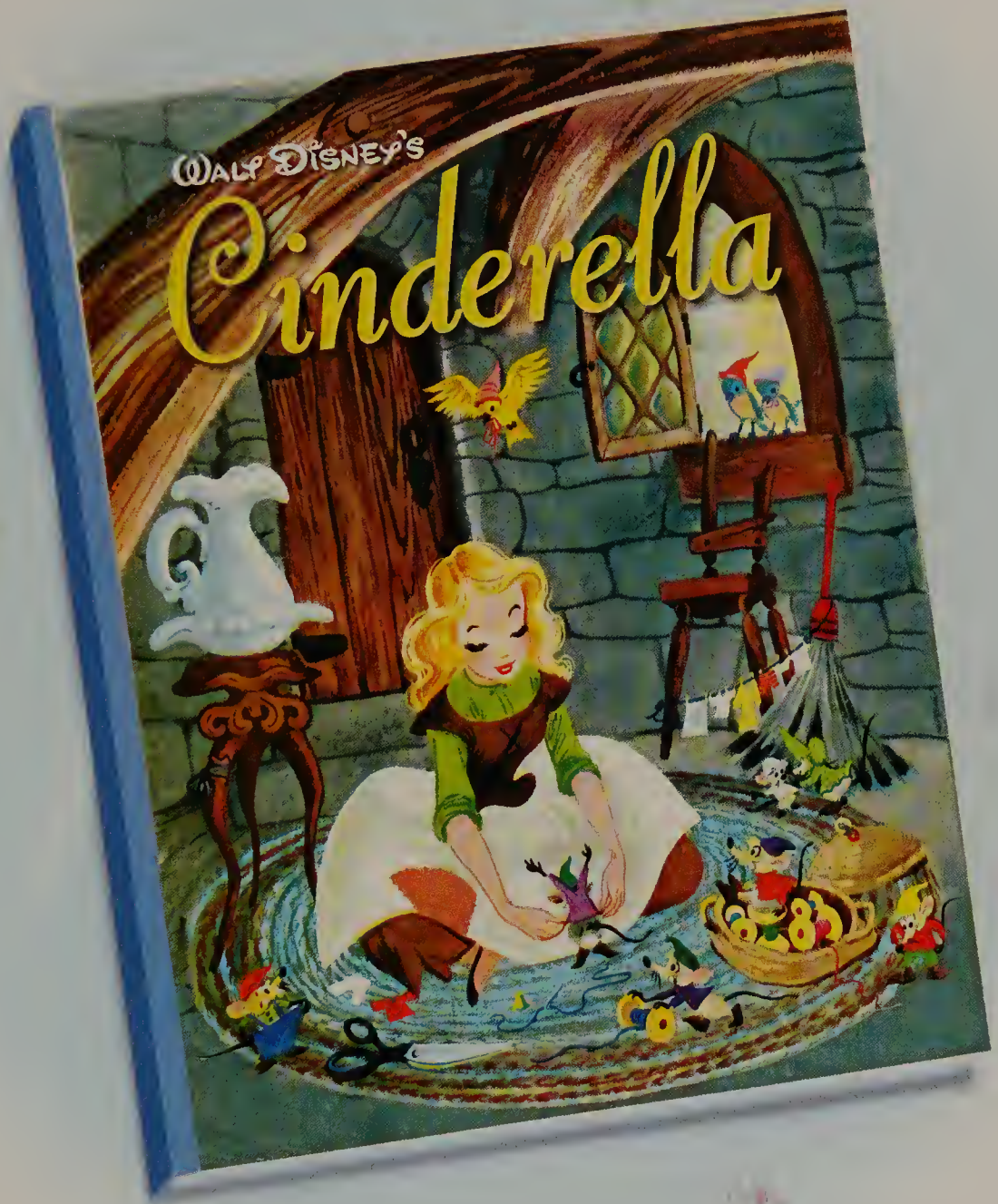
As snow began to fall, the friends said good-bye to Flower and headed for home.

When Bambi got to the thicket, the snow was coming down even harder. He wondered if winter would ever end.

"It seems long, but it won't last forever," his mother said.

And she was right. Soon enough, the weather got warmer. The snow melted, flowers started to grow, and the animals woke up from their long naps.

Bambi left the thicket to search for his friends. They were glad to see each other and delighted that spring had finally returned.


WALT DISNEY'S
Cinderella

Once upon a time, there was a kind gentleman. He lived in a mansion with his lovely daughter. He gave her everything money could buy, but the child didn't have a mother or any friends her own age. So the gentleman married a woman named Lady Tremaine, who had two daughters, Anastasia and Drizella. He hoped this would make his little girl happy.

Soon after, the gentleman died, and Lady Tremaine revealed just how jealous she was of his daughter. The cruel woman spent the gentleman's fortune on herself and her two daughters and forced her stepdaughter to work as a servant. She sent the girl to sleep in the musty attic and called her Cinderella.

Cinderella was never sad, though. As she grew up, she made friends with the birds who nested nearby. She got to know the barnyard chickens, ducks, and geese. Her best friends of all were the mice who lived in the mansion.

Cinderella made tiny clothes for the mice and birds. She picked out names for each of them, too. The animals thought Cinderella was the sweetest and most beautiful girl in the world.

Every morning, the mice and birds woke Cinderella from her dreams so that she could begin her long day of chores. Cinderella started by feeding Lady Tremaine's nasty cat, Lucifer. Then she fed the barnyard animals and the mice—when Lucifer wasn't looking. Finally, she got breakfast trays ready for her stepmother and stepsisters.

"Pick up the laundry and get on with your duties," Lady Tremaine would often say when Cinderella arrived with breakfast.

"Yes, Stepmother," Cinderella always answered politely.

One day, Lady Tremaine received an announcement from the King. There was to be a ball at the palace that night in honor of the Prince. By royal command, all eligible maidens were to attend.

Everyone was excited, especially Cinderella. "Why, that means I can go, too!" she exclaimed.

Her stepsisters laughed, and Lady Tremaine looked at her coldly.

"Well, I see no reason why you can't go," she said. "*If* you get all your work done. And *if* you can find something suitable to wear."

Cinderella hoped her wish would come true. She worked hard all day long. But just as she finished her chores, a carriage arrived to take Lady Tremaine and her daughters to the palace. Poor Cinderella returned to her attic. She hadn't had any time to find a ball gown.

Just then, the mice and birds surprised Cinderella. They had fixed up a gown for her to wear! She was so happy. She thanked her friends, and then she quickly got ready.

Cinderella hurried down the stairs. "Wait! Please!" she called.

Hearing Cinderella's voice, Lady Tremaine, Anastasia, and Drizella turned and stared at her lovely gown.

In a rage, her stepsisters pulled and ripped at Cinderella's dress until it was in tatters. At last, Lady Tremaine ordered Anastasia and Drizella to the carriage. She glared at her stepdaughter and followed them out.

Cinderella ran to the backyard and cried.

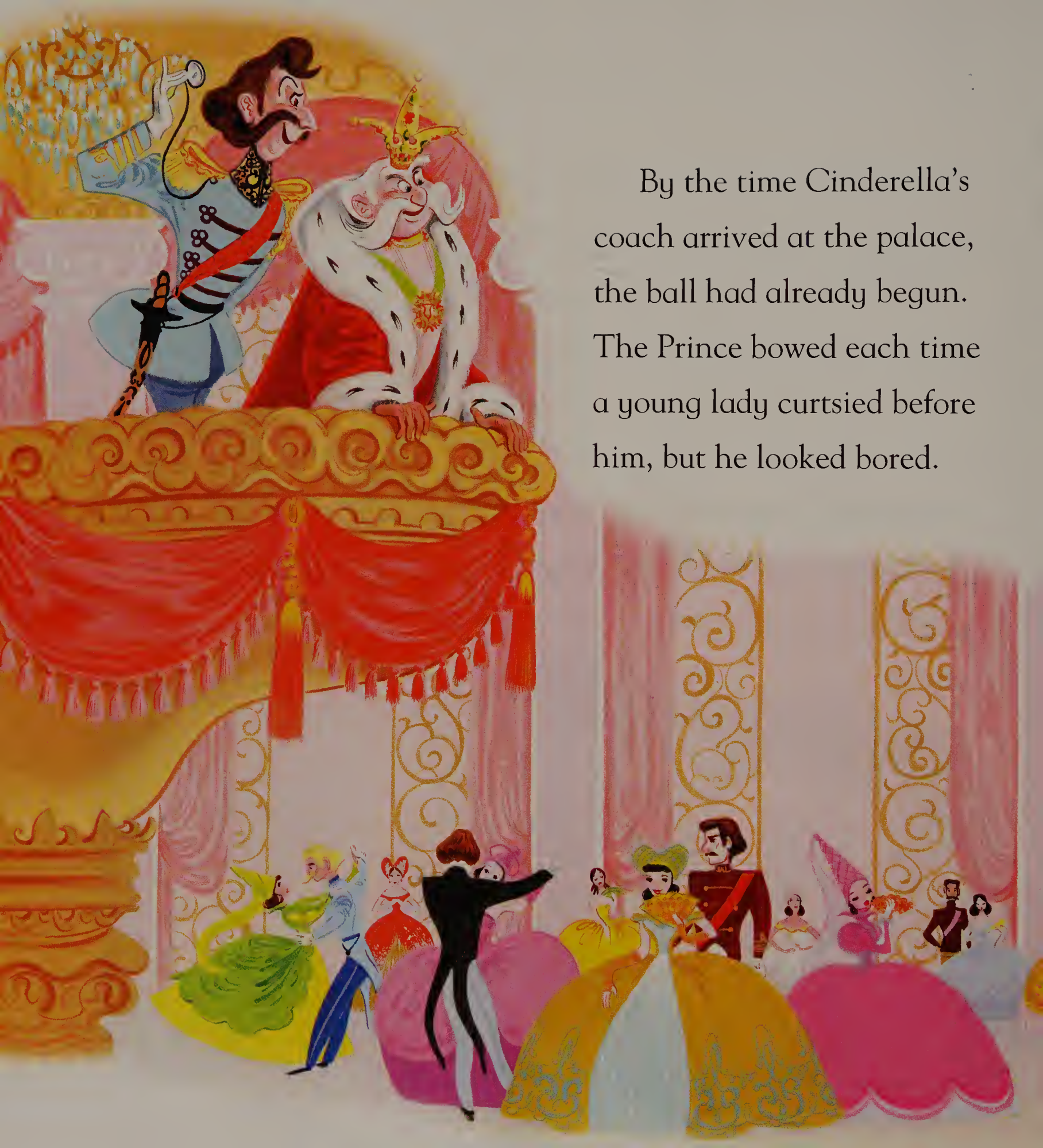
"There's nothing left to believe in," Cinderella said, sobbing.

"Oh, now, you really don't mean that," a gentle voice said. "If you'd lost all your faith, I couldn't be here. And here I am."

Cinderella looked up and saw a woman with a magic wand standing in front of her. It was her fairy godmother!

"Bibbidi-bobbidi-boo!" the woman exclaimed. A garden pumpkin transformed into a coach, four of the mice turned into white horses, a horse became a coachman, and the barnyard dog became a footman.

Then the fairy godmother noticed Cinderella's ripped clothing. She made her a beautiful gown and tiny glass slippers. She warned Cinderella that the magic would last only until midnight.



By the time Cinderella's coach arrived at the palace, the ball had already begun. The Prince bowed each time a young lady curtsied before him, but he looked bored.

On the balcony above the dance floor, the King stood with the Grand Duke.

The King hoped that his son would fall in love with a maiden that night. He wanted the Prince to get married.

Just then, Cinderella entered the ballroom. No one knew who she was, but the King and the Grand Duke watched as the Prince walked over to her.

The King beckoned to his musicians to strike up a waltz. The Prince and Cinderella whirled across the floor.

The ball continued for hours. All evening, the Prince was at Cinderella's side. They danced and danced. Cinderella had such a wonderful time that she forgot about her fairy godmother's warning. All of a sudden, the clock in the palace tower began to strike midnight.

Bong! Bong!

"Oh!" Cinderella said good-bye to the Prince and ran toward the palace door. One of her glass slippers flew off, but she knew she couldn't stop. She had to get home before everything changed back to the way it had been.

Cinderella leaped into the coach, and her friends raced for home. As soon as they rounded the first corner, though, the clock struck twelve. The spell was broken, and Cinderella and her friends changed back to the way they'd looked before the ball.

"Cinderelly, your slipper!" the mice called.

She looked down. Sure enough, there was one glass slipper on the pavement.

"Thank you so much for everything," Cinderella said in a hushed voice. She knew her fairy godmother could hear her.

Back at the palace, the King was upset that the girl had run away. His son had fallen in love with the young woman, but he didn't know her name. All she had left behind was one of her tiny slippers.

The Prince said he'd marry the girl whose foot fit the slipper—and no one else. So the King instructed the Grand Duke to travel from house to house until he found her.

The next morning, when Cinderella heard that the Grand Duke was coming with the slipper, she dropped a breakfast tray in shock. For the first time, she ignored her stepmother's commands and went to her room to change.

Lady Tremaine saw the dreamy look in Cinderella's eyes. She suspected that Cinderella was the girl that the Prince had fallen in love with. So she quietly crept up to her stepdaughter's attic room. Before Cinderella realized it, her wicked stepmother had locked her inside.

By the time the Grand Duke reached Cinderella's home, he had been to many houses.

"We must proceed with the fitting," he announced.

The Grand Duke's footman held the small slipper up to Anastasia's huge foot.

Meanwhile, the mice were determined to free Cinderella! They made a long chain and dangled from a cord near the back of Lady Tremaine's chair. The mouse at the end dropped down into her coat pocket and grabbed the key! Then the mice scurried off to the attic and freed Cinderella.

When Cinderella finally rushed down the stairs, she saw that the Grand Duke was just leaving.

"Your Grace!" she called out. "Please wait! May I try it on?"

The Grand Duke called his footman to bring the shoe over. But then Lady Tremaine tripped him and the slipper fell! *Crash!*—it shattered into a thousand pieces.

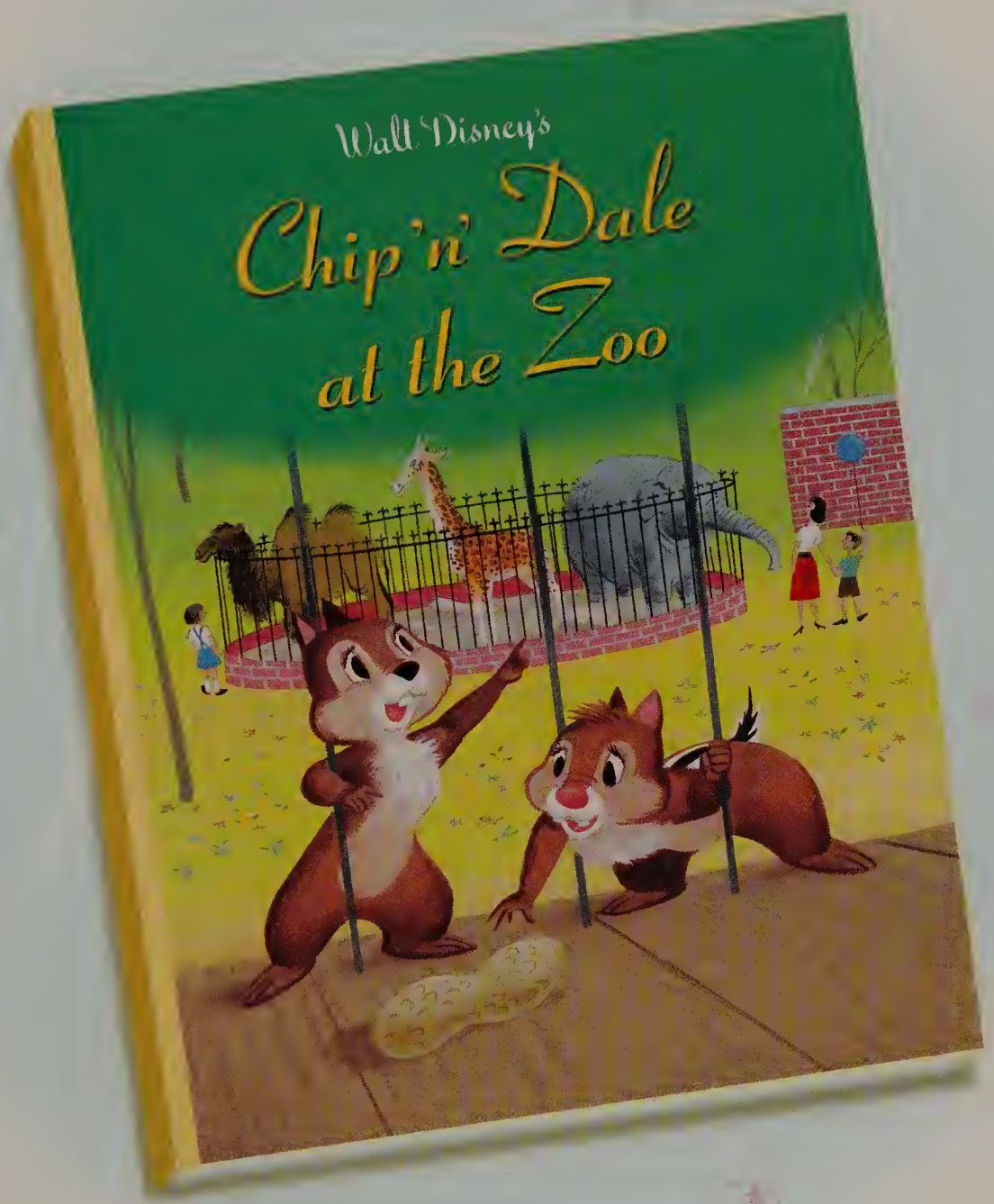
The Grand Duke wailed. He didn't know how he would ever explain this to the King.

"But perhaps if it would help—" Cinderella said. "You see, I have the other slipper."

Lady Tremaine was horrified, but the Grand Duke was very happy. The footman tried the slipper on Cinderella. It fit perfectly!

Soon Cinderella traveled to the palace. The Prince was overjoyed to see her again. The King was quite delighted, too. In fact, the entire kingdom was thrilled, for Cinderella won the hearts of everyone she met.

Once Cinderella and the Prince married, she became a princess. The royal couple lived happily ever after.


Walt Disney's
Chip 'n' Dale
at the Zoo

Chip and Dale were two little chipmunks. During the warm months, they roamed the forest in search of acorns. They hid them in tree hollows so that they would have plenty of food in the winter.

One busy summer day, the chipmunks gathered a pile of acorns at the foot of a tree. Chip scurried up to a branch near a hollow. From the ground, Dale tossed acorns to Chip.

Dale threw acorns to Chip all day long. When they were almost to the bottom of the pile, Dale tossed Chip something new. It wasn't an acorn, but Dale had been moving so fast that he hadn't even noticed.

"Hey, Dale!" Chip exclaimed. "Come quick! Take a look."

"What is it?" Dale asked.

"I don't know," Chip replied. "Let's open it and see!"

Dale ran up the tree to join Chip. They pulled at the oddly-shaped object until it split open. Chip wiggled his tail with excitement.

"Look," Chip cried, "there are two!"

"One for you, and one for me!" said Dale.

They ate the new food in just a few bites. It was delicious. Chip and Dale wanted more, but they did not know where it had come from. Just then, they heard the sound of laughter coming through the trees.

"Hear that?" asked Chip. "Let's take a look!"

The chipmunks ran toward the noise. They jumped from branch to branch until they came to the top of a wall.

Looking over, Chip and Dale saw a giraffe. They couldn't believe it. Then they realized they were at a zoo! Even better, people were tossing the mystery snack to the animals.

The chipmunks wandered around. They overheard a boy talking to his father and learned that the food was called *peanuts.*

Chip and Dale continued to walk around the zoo. They passed camels, monkeys, and bears. Before long, they came to the elephant pen. They saw people tossing peanuts to an elephant named Dolores.

The elephant happily filled her trunk with peanuts and sprayed them over herself like a shower. *Pshhh!*

"Hooray!" the people around her cheered.

After a while, Dolores shot the peanuts into her mouth. *Pop! Pop! Pop!* The crowd applauded even louder.

Chip and Dale's mouths began to water. They wanted those peanuts. It would be so much easier than scurrying around searching for acorns. The peanuts were a lot tastier, too!

Dale started running toward the peanuts on the floor of the elephant pen, but Chip stopped him.

"Hold on a minute!" Chip called out. "Let's wait till it's clear."

So the chipmunks waited . . . and watched.

Slowly, the people watching Dolores began to leave. At last, only one man was left, and the elephant was focused on him.

"Now, let's get to work!" Chip exclaimed.

Chip and Dale filled their arms with peanuts and began to make their escape. Before the chipmunks could reach cover, Dolores saw them tiptoeing away.

The elephant was clever, though. She watched Chip and Dale sneak out of her pen. Then she unlatched the door and secretly followed them.

Chip and Dale ran over to the brick wall and climbed it. When they got to the top, they hopped onto a nearby tree branch and ran toward a hollow in the trunk.

They didn't notice when Dolores caught up to them. Or when she stretched her trunk out over the wall and rested it on the branch.

Chip ran along the tree branch past the elephant's trunk. Dale wasn't as lucky. Thinking Dolores's trunk was just more of the branch, Dale ran down it. When he came to the end of the elephant's trunk, he tossed the peanuts into what he thought was the tree hollow.

Just then, Chip turned around and saw Dale.

"Yikes! That's not the knothole!" Chip yelled. "It's the elephant's mouth!"

Dale jumped back in fright, but Dolores just ignored them. She chomped away on her mouthful of peanuts.

As Chip and Dale tried to figure out what to do next, the elephant once again stretched her trunk over the wall. She took a deep breath and sucked in all the peanuts in Chip's arms. After that, Dolores turned and walked toward her pen. She had to get back before anyone saw that she was gone.

Chip and Dale were shocked, but they weren't ready to give up. A while later, the chipmunks scurried back to Dolores's area. When the elephant wasn't looking, they gathered more peanuts.

It was no use, though. Dolores had spotted them. She pointed her trunk toward the chipmunks and breathed in. One by one, the nuts flew into the elephant's trunk.

Before Chip and Dale even knew what had happened, they heard a loud noise.

Pop! Pop! Pop! Dolores shot a flurry of peanuts out of her trunk. Each one pelted Chip and Dale, and they were knocked right off their feet.

Chip and Dale were beginning to think that taking peanuts from Dolores would never work. So the chipmunks decided to find another way to get the new food. They took a walk around the zoo.

Soon they came to the monkey cage. *Clap, clap, clap!* Each time the monkeys applauded, their audience threw peanuts at them.

Then Chip and Dale heard a sound coming from the zoo pond. They ran over and saw seals barking. *Arf, arf, arf!*

Chip thought it would be easy to pretend to be a seal. He clapped and barked with all his might. The chipmunk opened his mouth wide and—*smack!*—the zookeeper tossed him a cold fish!

When the zookeeper realized what he had done, he felt sorry for the chipmunks. He ran off to the elephant pen. He wanted to ask his friend Dolores for a favor.

Finally, Chip and Dale had given up on the peanut search. They were sitting on a tree branch when all of a sudden they heard a familiar noise. *Pop! Pop! Pop!*

The zookeeper was on the other side of the wall. He sat on Dolores's head while she shot peanuts from her trunk into a knothole near the chipmunks! Chip and Dale were thrilled.

As for Dolores, she hadn't wanted to share her peanuts with the chipmunks at first. In the end, she agreed. After all, she knew better than anybody that working for peanuts wasn't easy!

Walt Disney's
Once Upon a Wintertime

One winter morning, two friends named Jenny and Joe looked out the window. It had snowed the night before. Now the sun was out, and everywhere they looked, the newly fallen snow sparkled. It was a perfect day to take a sleigh ride!

"Let's hitch up the horses," Joe told Jenny. They put on their coats and mittens, then headed for the barn.

As she was standing next to the horse stalls, Jenny saw two pairs of shiny skates.

"Joe, would you teach me to ice skate?" Jenny asked.

"Of course!" Joe said. He was delighted, because he was an excellent skater.

Soon they set off in their sled. The air felt crisp, and snowflakes swirled around them. The sleigh bells jingled, and some birds began to sing. It was a beautiful day.

After a while, the road curved past a frozen pond. The ice was as smooth as glass. People were skating on it and laughing as they zipped along. Joe kept going, though. He was looking for a place that was a bit less crowded.

Joe drove past an old mill and over a bridge. At last, he slowed the horses. *Neigh!* they whinnied. The sleigh came to a stop next to a frozen lake. No one else was around.

"This is a perfect spot," Jenny said. Birds chirped in the nearby trees. They seemed to be in agreement.

Jenny and Joe hopped out of the sleigh and laced up their skates. Jenny couldn't wait to try skating.

Joe began to skate. He showed Jenny all his tricks—he could even do figure eights on the ice.

Standing on the frozen pond, Jenny clapped. Suddenly, she lost her balance. *Splat!* Jenny fell backward and hit the ice.

Joe helped her up, but again Jenny fell down. *Splat!* So Joe held Jenny's hand, and they glided across the pond. Joe stayed by Jenny's side, showing her how to move her feet. As she became more confident, Joe let go. *Splat!* Jenny fell again.

Jenny got up and practiced until, finally, she was gliding gracefully all by herself.

Joe was so happy that he wanted to show her another of his tricks. "Watch this!" he called. He skated quickly, building up speed. Then he jumped over a stack of snow-covered logs and stopped dramatically.

Jenny applauded, and—*splat!*—she fell once more onto the hard ice.

Each time Jenny fell, Joe laughed. He couldn't help it. He knew Jenny wasn't hurt—when she fell she just looked silly. After a while, Joe couldn't stop laughing.

Jenny didn't think it was funny at all. Finally, Jenny had heard enough. She got to her feet and skated off in a new direction.

"Wait, Jenny!" Joe yelled. "I'm sorry!"

Joe skated by Jenny, trying to win her over with his smile. He even showed off another trick, trying to put Jenny in a good mood. Then Jenny slipped on the ice. Again, Joe laughed.

Jenny was angrier than ever. She stomped off.

This time Joe didn't follow her because he felt a bit guilty about the way he'd been acting.

Jenny slowly made her way down the frozen stream. She was so focused on not falling that she didn't see the sign sticking out of the lake. DANGER: THIN ICE, it read.

DANGER
THIN
ICE

Jenny was in such a hurry, she didn't hear the ice weaken under her. *Creeeeak!* The ice began to split, but she didn't notice. She was still too angry.

CRACK! The ice broke into several pieces. Jenny was trapped on a piece in the middle of the stream. Soon the ice she was standing on began to float away.

"Help! Joe, help!" she yelled as loud as she could.

Joe looked downriver and saw what was happening. He had to save Jenny!

Joe jumped into the sleigh and raced along the riverbank. He crossed to the center of a bridge and looked over the edge. When Jenny passed by, she stretched out her hand. Joe tried to pull her in, but as he grasped her mitten, it began to unravel! The piece of ice Jenny was standing on started to pick up speed. Joe was left watching as Jenny traveled farther and farther away.

Joe looked around for help. He spotted a pile of wooden boards by the old mill, he grabbed a plank, and ran along the riverbank as fast as his legs would carry him. Finally, he got farther downstream than Jenny. He laid the board down, putting one end on the riverbank and the other on a sheet of ice.

"Jenny, grab on!" Joe called out as she floated toward him.

The wood was wet and slippery. It slid right through Jenny's fingers when she tried to grab hold.

All of a sudden, Jenny heard the sound of rushing water ahead. The river became rockier, and the water flowed more rapidly.

"Oh, no!" Jenny said. "What now?"

Then Jenny realized why everything seemed different—a waterfall was straight ahead.

Joe ran back to get the sleigh. The horses raced through the drifts, their hooves kicking up snow. They whipped around a corner with such speed that Joe was tossed from the sled. He tumbled head-over-heels and landed in a snowbank, buried up to his knees!

The birds flew ahead. They could see Jenny floating toward the falls. The horses galloped after them. The birds grabbed the reins, flying as quickly as possible. They caught up with Jenny and looped the reins around her. They tied them with a tight knot. By that time, Jenny was so frightened that she'd fainted.

Then the birds called to the horses to tug with all their might. Just as Jenny was about to fall over the waterfall, the horses pulled her back onto the riverbank.

Jenny's ice raft hit the snow, tossing her onto the bank. She landed next to Joe, who had dug himself out of the drifts. Jenny woke up and hugged Joe. Both their hearts were filled with joy.

"Thank goodness you're safe!" Joe said.

Jenny and Joe never knew how it came to be that she arrived safely at the riverbank. The birds never told. The horses just stamped their feet and jingled their bells, as if they wanted to be on their way.

Jenny and Joe climbed into the sleigh and rode back home. The birds sang sweetly and the horses neighed. As they approached the town bridge, the birds said good-bye, and Jenny gave Joe a peck on the cheek. They traveled homeward across the frosted snow, once upon a wintertime, long, long ago.

Walt Disney's

Scamp's Adventure

In a small New England town, there lived a happy family. Jim Dear, his wife, Darling, and their baby boy lived with two dogs named Lady and Tramp and their puppies, Annette, Collette, Danielle, and Scamp.

The dogs didn't mind following the rules of the house—except Scamp. He didn't like to take baths or go to sleep at bedtime. His favorite part of the day was playing ball outside with his sisters. Even then, Scamp longed to have his own adventures beyond the front yard.

An old bloodhound named Trusty, and Jock, a Scottish terrier, lived nearby. They often visited Scamp and told him exciting tales about the dogs that roamed the junkyard.

"The junkyard dogs are bravest of all dogs, laddie," Jock would often say.

Scamp could never get enough of their stories. More than anything, he wanted to be like the junkyard dogs.

One night after listening to Jock and Trusty, Scamp had a dream that he was a brave junkyard dog! In his imagination, a traveling circus had come to town and a lion had escaped. All the dogs were afraid, and so were the townspeople.

But Scamp wasn't scared. He chased the lion back into its cage. Scamp became a hero, and everyone knew how brave he was.

When Scamp woke up the next morning, he was surprised to find that he was still at home, not at the junkyard.

Scamp leaped to the top of a dresser and stared at his reflection in the mirror.

"I am brave!" he growled. *Grrrr!*

"Scamp!" his father barked. "Get down! No climbing on the furniture. You know that."

Scamp was tired of listening to rules.

Before anyone could stop him, Scamp ran to the front yard. He spotted an opening in the fence and squeezed through. He stood outside his home for the very first time and wagged his tail with excitement. He wondered which way to go.

Suddenly, Scamp heard a rumbling sound. He spied a delivery wagon, and his ears perked up. This was his chance!

Scamp raced down the street after the wagon.

"This is great!" Scamp barked happily as he ran. *Ruff! Ruff!* There were so many new things for him to see. He passed by yards, fences, and a park filled with children. Scamp was so happy to be outside that he barked even louder. *RUFF! RUFF!*

The wagon moved faster than Scamp could run. It made a sharp turn and disappeared down a busy road.

Scamp wasn't sure which way to go. Just then, he sniffed the air and smelled something interesting. He followed the scent for a long way.

He walked down many different streets and through some alleys. Finally he reached a place he had only heard about: the junkyard!

Looking around, Scamp saw tons of old crates, torn sofas, and broken furniture. Even better, no one was there to yell at him about climbing up on a dresser!

The junkyard was just the way Jock and Trusty had described it. Scamp had a great time exploring. Then all of a sudden, he heard a voice.

"Hello," a bunny said, popping out of a crate. "New here?"

Scamp growled. He didn't want to seem scared, though he was.

"I'm Barley," the bunny said. "Welcome to the junkyard."

Scamp stopped growling. The bunny seemed friendly, so Scamp wagged his tail.

"This is a great place to be if you're all alone," Barley told him.

Barley looked carefully at Scamp's clean coat and trimmed nails. Barley could tell that Scamp was not a street dog.

"It doesn't replace having a family, though," Barley warned. "There are hidden treats here, but there are also hidden dangers. Be careful."

"Thanks," Scamp barked. Then he continued to explore, but something was bothering him. Barley had mentioned family, and Scamp felt a little guilty about not saying good-bye to his.

Scamp soon smelled a yummy treat and decided to investigate. In a nearby crate, Scamp found a bone!

Just as Scamp reached for the bone, two Siamese cats popped out of a box. They hissed at the puppy.

"Don't even think about it!" one of the cats said.

Scamp had heard Jock and Trusty talk about the cats at the junkyard and how much trouble they caused.

"Get out of here!" the other cat screeched.

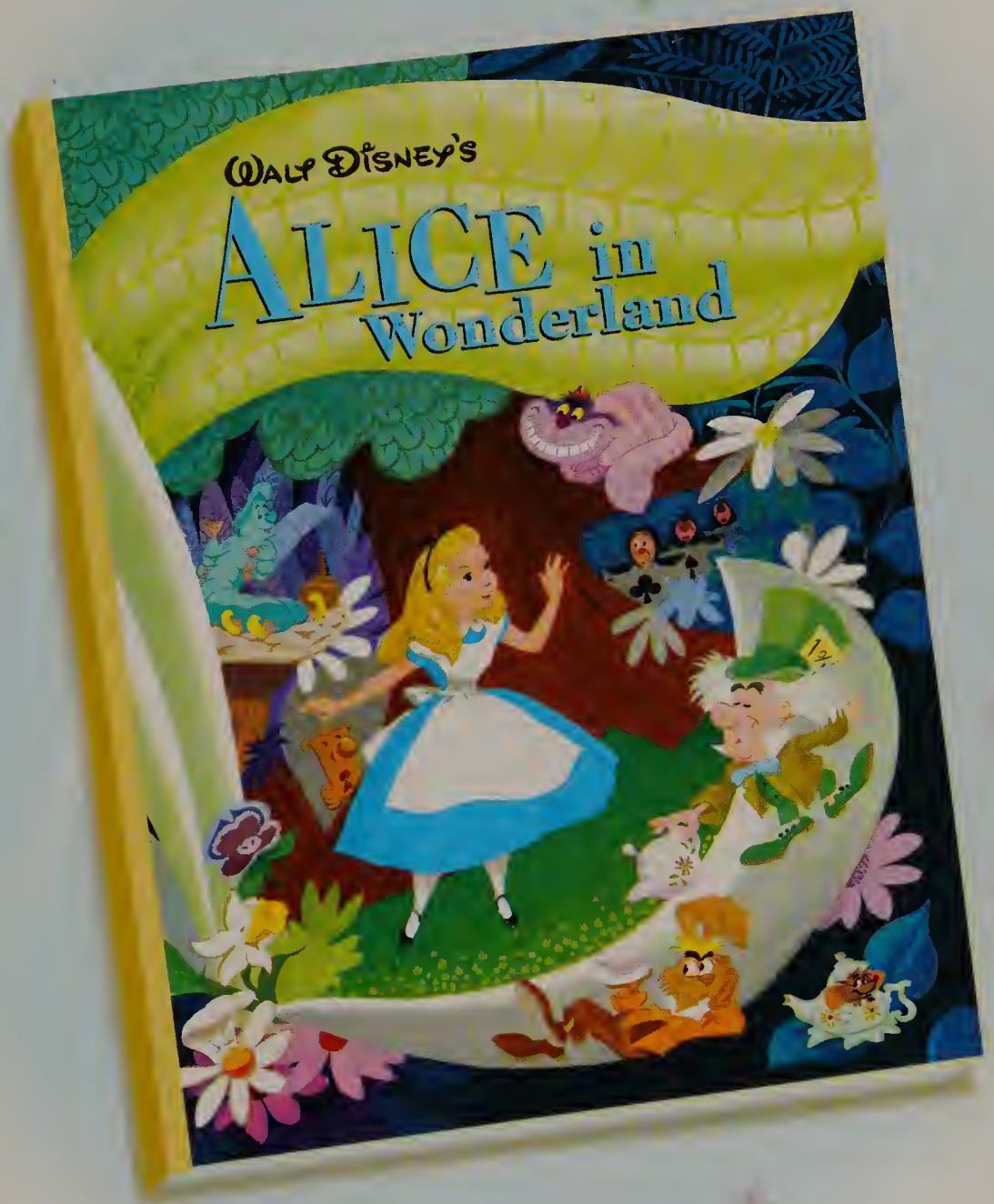
Now Scamp was really scared. He wanted to go home. He walked through the streets, looking for familiar signs that would lead him back.

Finally, Scamp saw his front yard. He crawled in through the fence and dashed up the steps.

"I'm back!" he barked excitedly.

His whole family rushed to greet him. His mother licked his face, and his father nuzzled him. Scamp wagged his tail. He realized that Barley was right: nothing could take the place of being with family.

That night, Scamp settled into his basket. As he closed his eyes and began to fall asleep, he sighed happily. He was glad to be home.


WALT DISNEY'S
ALICE in Wonderland

One beautiful day, a girl named Alice took a walk outside with her older sister. When they reached a riverbank, Alice climbed to a high tree branch and settled into a comfortable spot. Her sister sat on the ground and started reading out loud from a history book.

It was warm outside, and Alice didn't feel like paying attention. Instead, she played with her cat, Dinah. Soon she began to daydream. Alice imagined a world where animals and flowers could talk. There, everything would be nonsense, and it would be wonderful.

Just then, Alice looked up and spotted a rabbit who was carrying a pocket watch!

"I'm late!" the White Rabbit called as he ran by.

Alice was curious. She climbed down from the tree and tried to catch up.

"Mr. Rabbit, please wait!" Alice called.

Alice followed the rabbit into a hole in the ground. Suddenly she began to fall down a long tunnel. She landed in time to see the White Rabbit race through a tiny door. Alice tried to go after him, but she was too big. She shut the door.

"Try the bottle," someone suggested.

Alice looked around, startled. It was the doorknob!

Suddenly, a bottle appeared on a nearby table. The label on it read DRINK ME, so Alice tried a little.

All at once, Alice shrank and shrank. Soon she was so small that she could stand on the table leg. She tried opening the door, but it was locked. The key was on the tabletop far above her.

Then the doorknob told Alice to try a cookie that was labeled EAT ME. As Alice ate it, she grew larger. She became her normal height and then kept on getting bigger. By the time she stopped growing, Alice was enormous.

Alice was frustrated. She cried, and her giant tears started a flood. For the second time, the doorknob suggested that Alice drink from the bottle. When she did, she became so tiny that she fit inside it. Then the bottle—with Alice—floated through the keyhole.

On the other side, Alice reached a shoreline and met twins named Tweedledee and Tweedledum. She listened to them recite poetry for a moment and then said good-bye.

"You're beginning backward," said Tweedledee.

"Aye," said Tweedledum. "The first thing in a visit is to say, 'How do you do?' and shake hands."

They took Alice's hands and danced around. Alice explained that she was following the White Rabbit. But the twins didn't care. They began to tell her a story.

Alice wanted to be polite, so she listened. After the twins finished their tale, they still didn't give her a chance to speak. They just wanted to keep on talking to each other, so Alice left.

At last, Alice spotted the White Rabbit in the yard of his cottage. He was worried because he couldn't find his white gloves.

"I'm late!" he exclaimed to Alice.

She offered to help, and the two went to search inside the house. While outside, Alice took a bite of some food labeled EAT ME. She immediately grew into a giant, and her long arms and legs crashed through the cottage's windows and doors.

The White Rabbit panicked. He couldn't believe what a mess Alice had made and ran to get some help.

Meanwhile, Alice searched for something that would make her shrink again. She plucked a carrot out of the White Rabbit's garden. As soon as she ate some of it, she shrank to a tiny size.

As far as the White Rabbit could tell, Alice had disappeared. So he gathered his things and left in a hurry.

Alice tried to follow him, but she couldn't keep up.

After a while, Alice found herself in an unusual garden. She was delighted by all of the strange things that surrounded her. Odd bugs, including bread-and-butter flies and a rocking horse fly, flew through the air. Most of the flowers were taller than her, and they could *speak*!

"What kind of flower are you?" a daisy asked.

"I'm not a flower," Alice replied. "I'm a—"

But before she could explain, the flowers decided that Alice was a weed. They told her to leave their garden.

Next, Alice came to a caterpillar sitting on a mushroom.

"Who are you?" he asked.

"I hardly know, sir," Alice answered.

The caterpillar told Alice that eating some of the mushroom would help her.

"One side will make you grow taller. And the other side will make you grow shorter," he said.

"Which is which?" Alice wondered aloud. She broke off a piece from each side.

Alice took a bite of one side and shot up taller than the trees. She even scared a bird that was nesting on a high branch.

Alice began to understand how she could use the mushroom to control her height. She took small bites of the other side. Each time, she shrunk a bit more until she reached her regular size. Finally, she was back to normal!

Alice wandered back through the forest in search of the White Rabbit. Then she saw a cat appear in a tree. He introduced himself as the Cheshire Cat.

"Which way should I go?" Alice asked.

"That depends on where you want to go," the Cheshire Cat said. "However, if I were looking for a White Rabbit, I'd ask the Mad Hatter."

"But I don't want to meet *mad* people," Alice said.

"Oh, you can't help that. Most everyone's mad here," the Cheshire Cat replied and disappeared.

Alice still didn't like the idea, but she *did* want to find the rabbit. So she walked along the path to the Mad Hatter's.

YONDER
BACK
DOWN
THIS
WAY
YONDER

Alice came to a strange tea party. The Mad Hatter and March Hare were celebrating their unbirthdays. They invited Alice to tea.

When they discovered that it was Alice's unbirthday, too, the Mad Hatter and March Hare gave her a cake.

As Alice blew out the candles, the cake shot into the sky like a rocket. A dormouse holding a tiny umbrella floated down and landed in a teapot. Alice had never seen such nonsense.

Alice was just about to leave the party. Then, to her surprise, the White Rabbit ran by. He looked at his watch and cried, "I'm late!" After that, he ran off.

Alice followed the White Rabbit, but she lost sight of him. Just as she started to lose hope, the Cheshire Cat reappeared. He showed Alice a shortcut, and she entered a fancy garden.

There, she watched some playing cards paint white roses red.

Suddenly, the White Rabbit ran into the garden. He was there to announce the Queen of Hearts.

When the Queen saw that some of the roses were still white, she was furious. "Off with their heads!" she shouted, pointing at the poor playing cards.

Then the Queen of Hearts challenged Alice to an odd game of croquet, using roly-poly hedgehogs as the balls and flamingos for the mallets. The Queen began to win but only because she cheated.

The Cheshire Cat suddenly reappeared. Alice spoke to the cat, but he hid himself from the Queen of Hearts.

The Queen thought Alice was teasing her and cried, "Off with her head!"

Alice started to run. But the Queen and her guards chased after her.

Alice ran until she reached the talking doorknob once more.

"I simply must get out," she pleaded.

"But you are outside," the doorknob said. "See for yourself."

Alice peered through the keyhole and saw herself sitting in the tree with her cat, Dinah. She realized that she was in a dream, and she wished that she would wake up.

Sure enough, when Alice awoke, she was back in the tree. It was a lovely afternoon and there wasn't a bit of nonsense. That was just fine with Alice.

Walt Disney's
Pinocchio

Long ago in a little village, a wood-carver named Geppetto made a wooden puppet. It looked so much like a real boy that Geppetto gave the puppet a name—Pinocchio. The old man happily danced around his workshop and showed the puppet to his cat, Figaro, and his goldfish, Cleo.

As Geppetto celebrated, a tiny traveler named Jiminy Cricket slipped into the workshop. The cricket needed a warm place to sleep that night. He watched as Geppetto set the puppet down and gazed out the window at the night sky.

"The wishing star!" Geppetto cried. He looked at it hopefully. "I wish that my little Pinocchio might be a real boy."

Soon Geppetto, Figaro, Cleo, and Jiminy Cricket all fell asleep.

Before long, a shimmering light filled the workshop and woke up Jiminy Cricket. It was the Blue Fairy. She had heard Geppetto's wish.

"Little puppet made of pine, awake," commanded the Blue Fairy. She waved a magic wand over Pinocchio, and the puppet came to life.

But Pinocchio was not a real boy yet. First he had to prove that he was brave, truthful, and unselfish. Knowing Pinocchio would need help, the Blue Fairy made Jiminy Cricket the puppet's conscience. The cricket would help him choose between right and wrong.

Geppetto was delighted to discover that Pinocchio could walk and talk. The old man wanted to be a good father, so he sent Pinocchio to school.

Along the way, Pinocchio met a fox named Honest John and a cat named Gideon. Pinocchio told them where he was going.

"School?!" Honest John said. "Then you haven't heard of the easy road to success. I'm speaking, my boy, of the theater!"

The Great
STROMBOLI

Honest John took Pinocchio to Stromboli, who owned a traveling puppet show. Stromboli paid the fox money for the puppet.

That night, Pinocchio sang and danced in Stromboli's show. The crowd cheered and threw money onto the stage. But Jiminy Cricket, who was in the audience, was worried.

Later, Stromboli locked Pinocchio in a cage. "This will be your home," he said. "You will make lots of money for me!"

Pinocchio and Jiminy Cricket were very upset. How would the puppet ever escape?

Luckily, the Blue Fairy arrived, but when she asked Pinocchio why he had missed school, he lied. His nose grew a little. Each time she asked Pinocchio a question, he lied. With each lie, his nose grew longer and longer. The Blue Fairy reminded him to always tell the truth if he wanted to become a real boy.

"Oh, I will," Pinocchio promised. The Blue Fairy fixed his nose and set him free.

Going home, Pinocchio and Jiminy Cricket ran into Honest John again. He got Pinocchio to go to Pleasure Island. Jiminy Cricket warned Pinocchio not to go. But the puppet just wanted to have fun. He didn't think about Geppetto or that he might get worried when Pinocchio didn't come home.

On Pleasure Island, Pinocchio made friends with a boy named Lampwick. Together, they explored the island. There were rides and treats, and the boys could do anything they wanted. They got into all kinds of trouble, but they didn't care.

Then, after several days, Lampwick and Pinocchio each sprouted ears and a tail. They started turning into donkeys!

The coachman who ran the island shouted at them, "You boys have had your fun—now pay for it!"

When Lampwick changed completely into a donkey, Jiminy Cricket knew that he had to get Pinocchio off the island—fast!

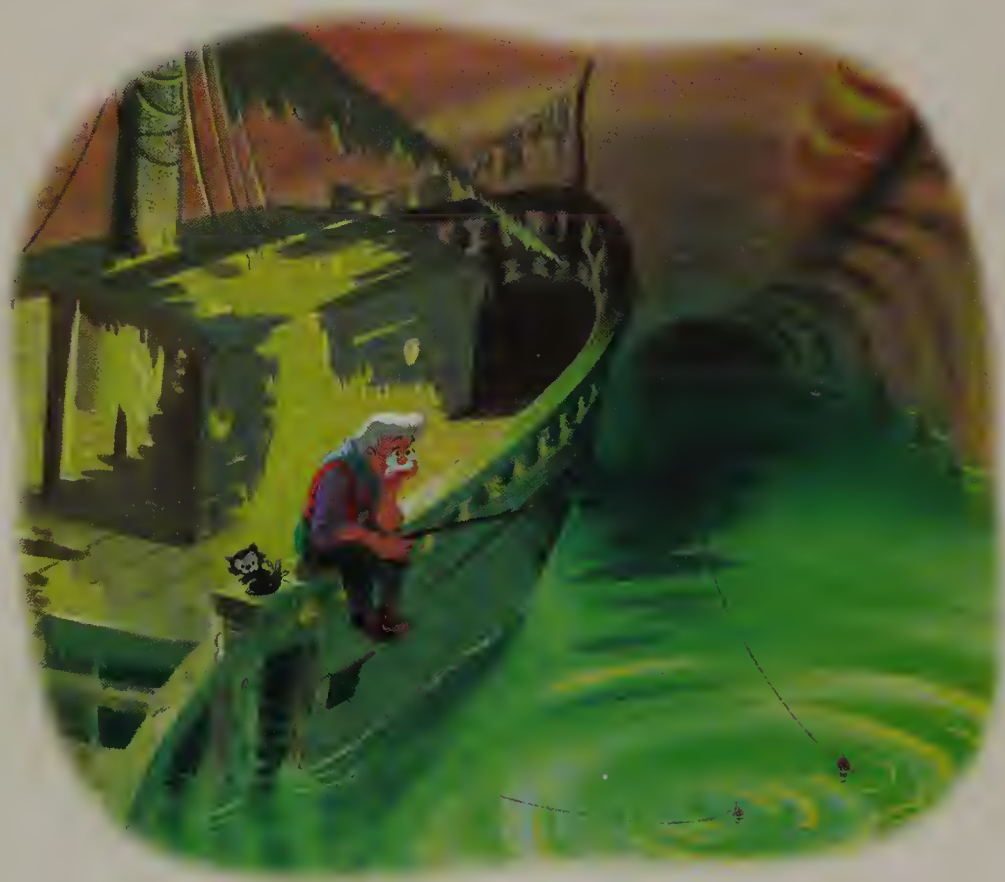
Pinocchio and Jiminy Cricket finally escaped. They rushed back to Geppetto's house. When they arrived, it was empty.

Just then, the Blue Fairy sent down a letter that fell from the sky. It explained that Geppetto had gone to look for Pinocchio. While he was at sea, the wood-carver's ship had been swallowed by a whale named Monstro. Geppetto was living in Monstro's belly!

"I'm going to find him!" Pinocchio said to Jiminy Cricket.

Pinocchio ran until he got to the ocean, then he jumped in. Jiminy Cricket was right behind him.

The pair began to search. Whenever they asked other sea creatures about Monstro, they quickly swam away. Pinocchio and Jiminy Cricket began to think that the whale must be very scary.



Meanwhile, Geppetto was fishing in Monstro's stomach. The whale had been asleep for days and had not swallowed any fish, which meant Geppetto, Figaro, and Cleo had nothing to eat.

Still, all the wood-carver could think of was Pinocchio.

Nearby in the ocean, a school of tuna swam frantically toward Pinocchio! He was puzzled—then he saw Monstro. The enormous whale had awakened!

Pinocchio tried to swim away, but Monstro swallowed him up.

Moments later, Geppetto pulled a tuna onto the deck of his ship—with Pinocchio clutching its tail!

"Father!" Pinocchio cried.

"I'm so happy to see you!" Geppetto said, hugging his son.

"I came to save you," said Pinocchio. But Geppetto told him there was no escape. Nothing could get past Monstro's huge teeth.

Pinocchio had an idea. They would build a huge fire with lots of smoke, so the whale would sneeze and open its mouth.

As the fire grew, Pinocchio, Geppetto, Cleo, and Figaro climbed onto a raft. Monstro's mouth started to open. *Aaaa-choo!* The whale sneezed them into the ocean!

"We made it!" shouted Pinocchio.

Monstro was furious! He chased after the raft and smashed into it. The raft broke into pieces, knocking everyone into the water.

Pinocchio grabbed Geppetto and swam. Just as Monstro was about to swallow them again, Pinocchio pulled Geppetto into a small cave in the rocks. He had saved his father!

When Geppetto woke up, he was on the beach. Figaro, Cleo, and Jiminy Cricket were nearby. But they did not see Pinocchio.

Jiminy Cricket found the wooden puppet lying among the rocks. Geppetto carried his son home in his arms, convinced he had lost Pinocchio forever.

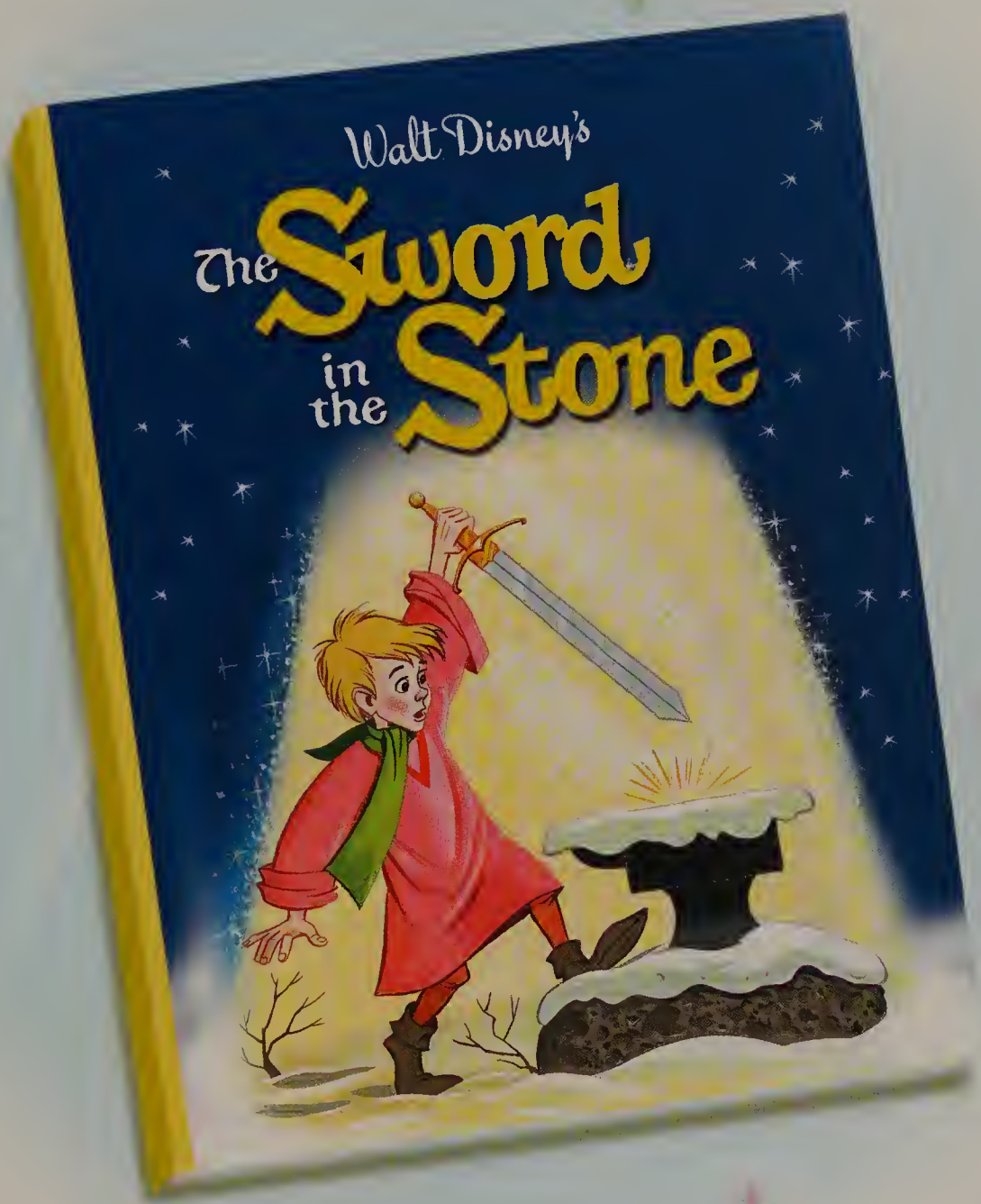
Back in his workshop, Geppetto set Pinocchio on the bed and wept. Then the Blue Fairy appeared.

"Awake," the Blue Fairy said, waving her wand. Pinocchio had proven himself to be brave, truthful, and unselfish.

Pinocchio opened his eyes. His donkey ears and tail had disappeared. Even better, he no longer looked like a puppet.

"Father! I'm alive!" he shouted. "And I'm a real boy!"

"This calls for a celebration!" cried Geppetto. He and Pinocchio danced happily. Geppetto's wish had come true at last.


Walt Disney's
The Sword in the Stone

Once, long ago, a young boy lived in a castle in England. The boy was an orphan, so he lived with Sir Ector and his son, who was named Kay. Kay spent all his time hunting, playing with his dogs, and relaxing in the sun. Because he was an orphan, the boy worked as a page and had many chores. Nobody called him by his proper name, which was Arthur. Everybody called him Wart.

Wart scrubbed pots and pans, polished armor, and swept the castle stables. He even helped the castle carpenter. By evening, Wart was tired out. But he never complained. He always tried to do his best.

One day, when Wart was walking through the forest, he met an old man. "My name is Merlin," the man said. "I happen to be a wizard." Merlin said that he was going to be Wart's tutor.

At the castle, Merlin told Sir Ector and Kay that he would be teaching Wart. Sir Ector and Kay laughed loudly.

"You better pack up your bag of tricks and be gone," said Sir Ector.

Merlin held up a magic wand and waved it in the air. Snow began to fall inside the great hall! Sir Ector changed his mind. He didn't understood why Wart needed lessons, but he did not want to question a wizard. He agreed that Merlin could teach Wart and even invited him to stay at the castle.

The next day, a knight arrived at Sir Ector's castle. He brought news of a tournament that was to be held in London on New Year's Day. The winner would be crowned king of England.

Sir Ector decided that they would travel to London so Kay could compete. Sir Ector thought that his son would win. Wart would go, too, but only to help Kay—Wart would be his squire.

First, Kay had to train, and Wart had to have lessons. Merlin wanted to teach him math, science, and history.

Soon, Merlin began Wart's first lesson. He led Wart down to the moat and cast a spell over him.

Immediately, Wart began to shrink. He became smaller and smaller until he changed into a little fish. He quickly dove into the moat. Merlin changed into a fish, too, and followed Wart into the water. At first, Wart had great fun swimming.

Then, Wart swam around a corner and came face to face with a big, scary, green fish. The fish tried to catch Wart and chased him around the moat.

"Don't panic!" called Merlin. "Use your head. Outsmart the big brute."

Wart had an idea. He swam through a chain, and the big fish followed him. It got stuck in one of the links.

Once Wart had gotten out of trouble, Merlin turned them both back into humans.

Wart had lessons with Merlin every day. One time, Merlin changed Wart into a squirrel. Jumping from branch to branch and meeting other animals taught Wart about the forces of nature. Another time, Merlin changed him into a bird. As a sparrow, Wart learned about flight.

Then they met an evil sorceress. This taught Wart that knowledge was the greatest power, and it would help win any battle. With each lesson, Wart grew wiser. But he still didn't understand why he needed lessons. After all, he was just a page.

That winter, Kay was finally knighted, and Sir Ector made Wart a squire. They prepared to travel to London for the tournament.

They soon set off. Kay rode a tall horse and wore shiny armor. But Wart had to ride a slow donkey. After many days, they finally arrived in London.

The next day, the tournament began. There were many knights on the field. They all hoped to win the crown and become king. Sir Ector, Kay, and Wart watched the other knights. Kay would compete very soon.

Wart helped Kay put on his armor and his shield. Suddenly,

Wart realized he had left Kay's sword at the inn they'd stayed at the night before. Trumpets blared—the next round of the tournament was about to start.

"You better get it, or don't you dare come back," Kay told Wart.

Wart ran as fast as he could, but the inn was closed.

Wart had to find a sword for Kay. Just then, he ran past a churchyard and saw a gleaming sword stuck in a marble stone. Wart quickly pulled out the sword and carried it back to the tournament field.

"That's not my sword!" Kay cried when he saw it.

Then Sir Ector noticed that something was written on the sword. "'Who so pulleth out this sword of this stone and anvil is rightwise king born of all England,'" he read aloud.

A crowd had gathered around Wart and the sword. When the noblemen heard those words, they stopped the tournament. This was the sword of legend! But Wart was just a young page. How could he have pulled out the sword?

They all went to the churchyard. Wart put the sword back in the stone.

"Anyone can pull it once it's been pulled," Kay said. He tried, but the sword wouldn't move.

Then the noblemen called out to give Wart a chance. Shyly, he approached the stone. With both hands, he took hold of the sword handle and pulled. The sword came free!

When the noblemen saw Wart remove the sword, they agreed that it was no mistake. "Long live the king!" the crowd cheered.

But they wondered how young Wart could rule. After all, kings needed to be wise.

Luckily Merlin had known all along that Wart would become king. His lessons had been to prepare Wart to rule. Because of that Wart was just as wise as any king. So Wart was crowned. He became a great ruler, known forever after as King Arthur.

The End

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